Claim #667 Date Filed: 3/14/2013

B 10 Modified (Official Form 10) (12/11)

DEADLINE FOR FILING CLAIMS: 5:00 P.M. (PACIFIC TIME), APRIL 1, 2013

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

PROOF OF CLAIM

Indicate Debtor against which you assert a claim by checking the appropriate box below. **(Check only one Debtor per claim form.)**

- ☒ School Specialty, Inc. (Case No. 13-10125)
- ☐ Delta Education, LLC (Case No. 13-10124)
- ☐ Bird-in-Hand Woodworks, Inc. (Case No. 13-10126)
- ☐ Califone International, Inc. (Case No. 13-10127)
- ☐ Childcraft Education Corp, Inc. (Case No. 13-10128)
- ☐ Classroomdirect.com, LLC (Case No. 13-10129)
- ☐ Frey Scientific, Inc. (Case No. 13-10130)
- ☐ Premier Agendas, Inc. (Case No. 13-10131)
- ☐ Sax Arts & Crafts, Inc. (Case No. 13-10132)
- ☐ Sportime, LLC (Case No. 13-10133)

NOTE: *This form should not be used to make a claim for an administrative expense* ***(other than a claim asserted under 11 U.S.C. § 503(b)(9))*** *arising after the commencement of the case. A "request" for payment of an administrative expense* ***(other than a claim asserted under 11 U.S.C. § 503(b)(9))*** *may be filed pursuant to 11 U.S.C § 503.*

Name of Creditor (the person or other entity to whom the debtor owes money or property):

ADVANCED SERIES TRUST - AST ACADEMIC STRATEGIES ASSET ALLOCATION PORTFOLIO

Name and address where notices should be sent:

c/o AQR CAPITAL MANAGEMENT, LLC
TWO GREENWICH PLAZA, 3RD FLOOR
GREENWICH, CT 06830

Telephone number: 203-742-3618 email: BRENDAN.KALB@AQR.COM

Name and address where payment should be sent (if different from above):

Telephone number: email:

☐ Check this box if this claim amends a previously filed claim.

Court Claim Number: _____ (*If known*)

Filed on: _____

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.

1. Amount of Claim as of Date Case Filed: $ 450,000.

If all or part of the claim is secured, complete item 4.

If all or part of the claim is entitled to priority, complete item 5.

☐ Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.

2. Basis for Claim: SCHOOL SPECIALTY INC. SCHSCO 3.75 11/30/26
(See instruction #2)

3. Last four digits of any number by which creditor identifies debtor:	**3a. Debtor may have scheduled account as:**	**3b. Uniform Claim Identifier (optional):**
3AM7	_____ (See instruction #3a)	_____ (See instruction #3b)

4. Secured Claim (See instruction #4)

Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other

Describe:

Value of Property: $_____ **Annual Interest Rate** _____% ☐ Fixed ☐ Variable
(when case was filed)

Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: $_____ **Basis for perfection:** _____

Amount of Secured Claim: $_____ **Amount Unsecured:** $_____

6. Claim Pursuant to 11 U.S.C. § 503(b)(9): Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

$_____ (See instruction #6)

7. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #7)

8. Documents: Attached are **redacted** copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and **redacted** copies of documents providing evidence of perfection of a security interest are attached. *(See instruction 8, and the definition of "**redacted**".)*

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

9. Signature: (See instruction #9)

Check the appropriate box.

- ☐ I am the creditor.
- ☒ I am the creditor's authorized agent. (Attach copy of power of attorney, if any.)
- ☐ I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.)
- ☐ I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: BRENDAN L. KALB
Title: GENERAL COUNSEL
Company: AQR CAPITAL MANAGEMENT, LLC

By: AQR CAPITAL MANAGEMENT, LLC, AS INVESTMENT MANAGER TO THE DIVERSIFIED ARBITRAGE INVESTMENT SLEEVE

(Signature) 3/13/13 (Date)

Address and telephone number (if different from notice address above):

AS ABOVE

Telephone number: Email:

Penalty for presenting fraudulent claim: Fine of up to $500,000 or imprisonmen

5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.

- ☐ Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).
- ☐ Wages, salaries, or commissions (up to $11,725*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. §507 (a)(4).
- ☐ Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5).
- ☐ Up to $2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7).
- ☐ Taxes or penalties owed to governmental units – 11U.S.C. §507 (a)(8).
- ☐ Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(__).

Amount entitled to priority:

$_____

* *Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment*

COURT USE ONLY

RECEIVED
MAR 14 2013
KURTZMAN CARSON CONSULTANTS

13101251303140000000000027

March 13, 2013

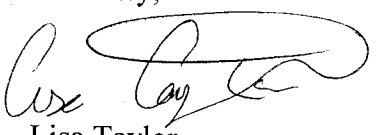
C/O KCC
School Specialty Claims Processing
2335 Alaska Avenue
El Segundo, CA 90245

To whom it may concern,

Enclosed for your files are originals of the Proof of Claim documents.

Please let me know if you have any questions.

Sincerely,



Lisa Taylor

Enclosures