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

UNITED STATES BANKRUPTCY COURT District of Delaware		PROOF OF CLAIM
Name of Debtor: School Specialty, Inc.	Case Number: 13-10125	RECEIVED MAR 2 8 2013 KURTZMAN CARSON CONSULTANTS COURT USE ONLY

NOTE: *Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.*

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

Name and address where notices should be sent:
ACE American Insurance Company c/o Joy J. Bernstein, Esquire
ACE Group - 436 Walnut Street, WA04K
Philadelphia, PA 19106
Telephone number: (215) 640-1778 email: joy.bernstein@acegroup.com

❒ Check this box if this claim amends a previously filed claim.
Court Claim Number: _____ (*If known*)
Filed on: _____

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

❒ 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: $ 0.00

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.

■ Date Stamped Copy Returned
☐ No self addressed stamped envelope
☐ No copy to return

❒ 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: Insurance Policies
(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):
	insurance policies (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 or ❒ 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: $_____

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).

Amount entitled to priority:

❒ 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 – 11 U.S.C. § 507 (a)(8).

❒ Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(__).

$_____

**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.*

6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)



7. 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 #7, 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:

RECEIVED
MAR 2 8 2013
KURTZMAN CARSON CONSULTANTS

8. Signature: (See instruction #8)

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: Adrienne M. Logan
Title: Senior Legal Assistant
Company: ACE American Insurance Company
Address and telephone number (if different from notice address above):
ACE Group - WA04K
436 Walnut Street, Philadelphia, PA 19106

Telephone number: (215) 640-2921 email: adrienne.logan@acegroup.com

(Signature) 03/27/2013 (Date)

Penalty for presenting fraudulent claim: Fine of up to $500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:
Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor's Name and Address:
Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:
State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:
State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:
State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:
Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:
If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:
Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).
If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:
An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:
Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:
The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.



ace group

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Adrienne M. Logan
Senior Legal Assistant

March 27, 2013

School Specialty Claims Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245

VIA FEDERAL EXPRESS PRIORITY OVERNIGHT AIR DELIVERY

In re: School Specialty, Inc., et al., debtors
United States Bankruptcy Court, District of Delaware
Docket No. 13-10125 (KJC)

Dear Sir/Madam:

Enclosed for filing are the proofs of claims and attachments of ACE American Insurance Company ("AAIC") and ESIS, Inc. ("ESIS"), both of which are members of the ACE Group. Also enclosed is a copy of the first page of each proof of claim, which I ask that you kindly date-stamp and return to me in the enclosed pre-addressed, postage paid envelope. If you have questions, please let me know. Thanks.

Very truly yours,

Adrienne M. Logan

/AML

encl.

cc: Joy J. Bernstein, Esq.

ATTACHMENT TO PROOFS OF CLAIM OF

ACE American Insurance Company and ESIS, Inc.
In re: School Specialty, Inc., et al., debtors
USBC District of Delaware Docket No. 13-10125 (KJC)

ACE American Insurance Company, ESIS, Inc. and/or any other ACE Group Companies (collectively "ACE Companies") issued the following policies and/or agreements for the following periods covering School Specialty, Inc. or providing services to School Specialty, Inc.:

International Advantage Commercial Insurance	D36860492	effective 09/01/2006 – 09/01/2009
International Advantage Commercial Insurance	D37290142	effective 09/01/2009 – 09/01/2012
International Advantage Commercial Insurance	D37290142	effective 09/01/2012 – 09/01/2013
Claim Services Agreement	1A65	effective 09/01/2012 – 08/31/2013

ACE Companies may also be parties to certain other agreements with the Debtors relating to such insurance coverage, service agreements or surety provided in connection with such insurance and/or surety programs (collectively the "Agreements"). The documents supporting these proofs of claim are voluminous and contain confidential and privileged materials; however, copies of the redacted Agreements will be provided upon request.

ACE Companies hold claims that are presently contingent and unliquidated for any and all rights to payment, rights to receive performance, actions, defenses, setoffs and/or recoupments arising from, related to, or in connection with any and all of Debtor's (and any other named and/or additional insureds') duties and obligations under the terms of the Agreements.

ACE Companies reserve the right to amend, update, supplement, modify, increase or otherwise further liquidate these proofs of claim from time to time for any reason necessary to accurately reflect the amount or nature of the claims being asserted. To the extent that ACE Companies may have rights against other related debtors of which they are not presently aware, or such other related debtors claim rights to, or an interest in, the Policies or Bonds, this proof of claim should be deemed filed in each such separate case. ACE Companies further reserve (I) the right to assert separate requests for payment of administrative expense or other priority claims under section 503 (a) of the Bankruptcy Code against Debtor if, as and when the Agreements are determined to be executory contracts within the meaning of section 365 of the Bankruptcy Code; (ii) the right to request adequate protection of their interests in the Agreements, the Collateral and/or otherwise; (iii) the right to assert any claims which may arise in any subsequent litigation regarding any aspect of the Agreements or otherwise; and/or (iv) the right to assert any such claims which are otherwise warranted under the circumstances.

These proofs of claim shall not be deemed to be a waiver of, and are without prejudice to, any and all of ACE Companies' rights, claims and/or defenses of any nature whatsoever under the Agreements, the Bankruptcy Code and/or any otherwise applicable law.