

ANNEX I

to Financing Statement

Debtor:

School Specialty Supply, Inc.
Other Debtors listed on Exhibit B

Secured Party:

Bank of America Illinois
as Agent
231 South LaSalle Street
Chicago, IL 60697

Description of Collateral

All of the Debtors' right, title and interest in and to the following, whether now or hereafter existing, acquired or created (the "Collateral"):

a. As such terms are defined in the U.C.C., all "equipment", in all of its forms, wherever located and all fixtures and all parts thereof and all accessions, additions, attachments, improvements, substitutions and replacements thereto and therefore, including Computer Hardware and Software (any and all of the foregoing being the "Equipment");

b. As such terms are defined in the U.C.C., all "goods" and "inventory", in all of their forms, wherever located including, without limitation, (i) all raw materials and work in process therefor, finished goods thereof and materials used or consumed in the manufacture or production thereof, (ii) all goods in which the Debtor has an interest in mass or a joint or other interest or right of any kind (including, without limitation, goods in which the Debtor has an interest or right as consignee), and (iii) all goods which are returned to or repossessed by the Debtor, and all accessions thereto and products thereof and documents therefor, including Computer Hardware and Software (any and all of the foregoing being the "Inventory");

c. As such terms are defined in the U.C.C., all "accounts" (including, without limitation, any intercompany accounts), "contracts", "contract rights", "chattel paper", "documents", "instruments", "deposit accounts" and "general intangibles", and other obligations of any kind whether or not arising out of or in connection with the sale or lease of goods or the rendering of services, and all rights now or hereafter existing in and to all security agreements,