



## Notice of Material Change to the Vendor Contract

Pursuant to the terms of your awarded vendor contract, all vendors must notify Region 4 Education Service Center ("Region 4") when any material change in operations, that may adversely affect members, (i.e. assignment, bankruptcy, change of ownership, merger, etc.) is made. No material change may be made to the contract without the prior written approval of Region 4. Region 4 reserves the right to accept or reject any new party.

School Specialty, LLC (vendor company name) hereby provides notice of the following material change to contract number: R190503, R151103, R191815, R190202 on this date November 10, 2020.

**Instructions:** (Vendors must check all that may apply and provide supporting documentation. Place your initials next to each item to confirm that documents are, indeed, included. Be sure to sign the signature page with all require signatures, prior to submitting your notice to Region 4 for approval).

- Assignment
  - Indicate if you are assigning to your own subsidiary
  - Assumption Agreement
  - Other supporting documentation
- Change in ownership (*sale/purchase*) *AF*
  - Asset Purchase Agreement *AF*
  - Other supporting documentation *AF*
- Bankruptcy
  - Official legal Notice of Bankruptcy Proceedings
  - Other supporting documentation
- Acquisition
  - Asset Purchase Agreement
  - Other supporting documentation
- Merger
  - Share Exchange Agreement
  - Merger and Acquisition Agreement
  - Asset Purchase Agreement
  - Other supporting documentation
- Other
  - Supporting documentation

Notes: Vendor may include any other notes regarding the material change here: (attach another page if necessary).

Please reference all information included in email. Frey Scientific, LLC has been moved under School Specialty, LLC.

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Upon approval of this notice, the awarded contract holder and/or subsequent assignee agree to and understand the following principles:

- i. **Contract holder reference.** If the contract holder undergoes a merger, acquisition, or partial assignment, in which case they still maintain the contract, then all transactions made under the existing contract number (including purchase orders) must reference the name of the awarded contract holder. The exception to this requirement is if the contract holder no longer holds the contract or if the company has been acquired by another company and undergone a name change. Notice of the authorized name change, to the existing contract, must be provided and approved by Region 4.



In instances where the contract holder has acquired a separate and distinct company, and it is necessary to designate those certain purchases facilitated by the non-contract holder, then this designation may be made if, and only if, the contract holder is also referenced on the transaction.

ii. **Maintenance of records.** Both the awarded contract holder and subsequent assignee agree to remain responsible for maintaining all auditable records, including documents kept in the ordinary course of business and sales invoices, related to National IPA and/or contract number pursuant to the statutory requirements identified in the vendor contract.

iii. **Payments.** Both the awarded contract holder and subsequent assignee agree that all payments made by participating entities must be made directly to the contract holder, unless otherwise approved by Region 4. Accordingly, both parties acknowledge that in instances where it is necessary to designate the purchases facilitated by assignee, that the contract holder must also be referenced on the purchase order.

iv. **Handling of Proprietary and/or Confidential Information.** In accord with the terms of the contract, both awarded vendor and assignee agree that at all times it will hold in strict confidence and not disclose to any third party Confidential and/or Proprietary information of Region 4, except as approved in writing by Region 4, and will use the Confidential Information for no purpose other than providing services under contract number listed above. Both awarded vendor and assignee shall only permit access to Confidential Information to those of its employees or authorized representatives having a need to know and who have signed confidentiality agreements or are otherwise bound by confidentiality obligations at least as restrictive as those contained herein.

This document is to be construed in strict accordance with the terms and conditions outlined in the Region 4/vendor master agreement referenced herein. Both awarded vendor and assignee agree to uphold the vendor obligations set forth in the vendor agreement. This Agreement will become effective when signed by all parties.

**AGREED AND ACCEPTED AS OF THE DATE FIRST SET FORTH ABOVE:**

Company name of awarded vendor  
School Specialty, Inc.  
Frey Scientific, LLC

Official name of assigned or added company  
School Specialty, LLC

BY: Amy Fuss

BY: Amy Fuss

NAME: Amy Fuss

NAME: Amy Fuss

TITLE: Assistant Secretary

TITLE: Assistant Secretary

Region 4 Education Service Center

BY: Robert Zingelmann  
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NAME: Robert Zingelmann









TITLE: CFO

DATE: 11/19/2020 | 7:32 AM PST

**Attachment A-1**

List of Assigned Contract Numbers

1. Contract Number: **R191815**
  - a. Description: **Furniture, Installation and Related Services**
  - b. Agency: **Region 4 ESC - TX**
  
2. Contract Number: **R190503**
  - a. Description: **Educational School Supplies**
  - b. Agency: **Region 4 ESC - TX**
  
3. Contract Number: **R151103**
  - a. Description: **Athletic and Physical Education Supplies and Uniforms**
  - b. Agency: **Region 4 ESC - TX**
  
4. Contract Number: **R190202**
  - a. Description: **Chemistry, Biology, Physics and Anatomy Instructional Supplies & Services**
  - b. Agency: **Region 4 ESC – TX**

	Athletic and Physical Education Supplies and Uniforms	12/31/2020	12/31/2020	Region 4 ESC - TX	
	Educational School Supplies	06/30/2022	06/30/2024	Region 4 ESC - TX	
	Furniture, Installation and Related Services	04/30/2023	04/30/2025	Region 4 ESC - TX	
	Chemistry, Biology, Physics and Anatomy Instructional Supplies & Services	06/30/2022	06/30/2024	Region 4 ESC - TX	

**Attachment A-2**

Other Supporting Documentation – Assignment Letter

Ladies and Gentleman:

Reference is made to the following agreements:

- Contract numbers: R191815, R190503, R151103, R190202

(such agreements, together with all amendments, exhibits, schedules, appendices, statements of work, purchase orders, work orders thereto or any other agreements required under or related to such agreements heretofore entered, the “Agreements”).

On July [ ], 2020, School Specialty, Inc. and certain of its subsidiaries (collectively, “School Specialty”) entered into an Asset Purchase Agreement with SSI Acquisition, LLC, a Delaware limited liability company (the “Buyer”), and an affiliate of the Buyer (the “Canadian Buyer”), pursuant to which School Specialty agreed to sell substantially all of its assets to the Buyer and the equity interests in its Canadian subsidiaries to the Canadian Buyer, on the terms and subject to the conditions set forth in the Asset Purchase Agreement (the “Transaction”). As part of the Transaction, School Specialty has agreed to assign to the Buyer all of its rights and obligations under the Agreements. The closing of the Transaction is subject to customary closing conditions and is expected to occur in the third quarter of 2020.

Substantially all of the management and employees of SSI are expected to transfer to the Buyer pursuant to the Transaction. As a result, the Transaction will have little impact on the day-to-day interactions under the Agreements. Nonetheless, the terms of the Agreements require your consent to an assignment to a third-party.

If you have any questions, please do not hesitate to contact Nathaniel Fieweger by phone at (920) 243-5493 or e-mail at [Nathaniel.Fieweger@schoolspecialty.com](mailto:Nathaniel.Fieweger@schoolspecialty.com).

Sincerely,

School Specialty, Inc.



By: David Fricke

Title: VP Pricing, Bids, Sales Support