

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

SCHOOL SPECIALTY, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 13-10125 (KJC)
)

) Jointly Administered
)

**AMENDED AND SUPPLEMENTAL CERTIFICATION OF P. JOE MORROW IV WITH
RESPECT TO THE TABULATION OF VOTES ON THE DEBTORS' AMENDED JOINT
PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

I, P. Joe Morrow IV, depose and say under penalty of perjury:

1. I am a Director of Corporate Restructuring Services, employed by Kurtzman Carson Consultants LLC ("KCC"), whose business address is 2335 Alaska Avenue, El Segundo, California 90245. I am over the age of 18 and not a party to this action.

2. Peter Walsh, Senior Managing Consultant for KCC, assisted in the service and tabulation described herein.

3. On February 25, 2013, the United States Bankruptcy Court for the District of Delaware (the "Court") entered the *Order Authorizing and Approving the Employment and Retention of Kurtzman Carson Consultants LLC as Administrative Advisor for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 279].

4. On April 24, 2013, the Court entered the *Order: (A) Conditionally Approving Disclosure Statement; (B) Fixing Voting Record Date; (C) Approving Solicitation Materials and*

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number and state of incorporation, are: School Specialty, Inc. (Wisc.; 1239), Bird-In-Hand Woodworks, Inc. (N.J.; 8811), Califone International, Inc. (Del.; 3578), Childcraft Education Corp. (N.Y.; 9818), ClassroomDirect.com, LLC (Del.; 2425), Delta Education, LLC (Del.; 8764), Frey Scientific, Inc. (Del.; 3771), Premier Agendas, Inc. (Wash.; 1380), Sax Arts & Crafts, Inc. (Del.; 6436), and Sportime, LLC (Del.; 6939). The address of the Debtors' corporate headquarters is W6316 Design Drive, Greenville, Wisconsin 54942.



Procedures for Distribution Thereof; (D) Approving Forms of Ballots and Establishing Procedures for Voting on Plan Tabulating Votes; (E) Scheduling Hearing and Approving Notice and Procedures for Filing Objections to (I) Confirmation of the Plan, and (II) Proposed cure Amounts Related to Contracts and Leases Assumed Under the Plan; and (F) Granting Related Relief [Docket No. 902] (the “Disclosure Statement Order”) establishing, among other things, certain solicitation and voting tabulation procedures.

5. On May 17, 2013, the *Certification of P. Joe Morrow IV with Respect to the Tabulation of Votes on the Debtors’ Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 1101] (the “Original Morrow Certification”) was filed with the court.

6. The voting results for all classes were set forth in paragraph 17 of the Original Morrow Certification. A list of unacceptable ballots, including ballots that were late-filed, not signed, ambiguous, or ballots where the voting party abstained from voting to accept or reject the Plan was included as Exhibit B to the Original Morrow Certification.

7. Attached as Exhibit A to this amended and supplemental certification (the “Certification”) is an amended and supplemental report of any ballots that were not included in the tabulation set forth in paragraph 17 of the Original Morrow Certification. Additional ballots were received after the filing of the Original Morrow Certification and are identified on the exhibit. The unacceptable reason for Ballot 398 was previously listed as ambiguous, however, upon further review, it was amended to abstain, as the creditor did not check either accept or reject box. Additionally, a column indicating the creditor’s vote (accept, reject, or abstain) is included on the exhibit for purposes of the tabulation in paragraph 8.

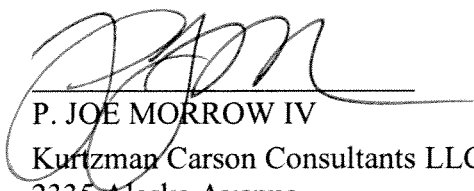
8. Set forth below is a supplemental summary of the voting results for each class if all late-filed ballots and ballots not signed were counted:

Total Ballots Received			
Accept		Reject	
Number	Amount	Number	Amount
Class 5 - General Unsecured Claims			
29 (76.32%)	\$2,641,943.76 (62.38%)	9 (23.68%)	\$1,593,218.06 (37.62%)
Class 6 - Trade Unsecured Claims			
380 (88.79%)	\$27,799,997.52 (94.26%)	48 (11.21%)	\$1,691,674.12 (5.74%)
Class 7 - Noteholder Unsecured Claims			
46 (85.19%)	\$104,897,189.00 (89.64%)	8 (14.81%)	\$12,120,000.00 (10.36%)
Class 8 - Convenience Class Claims			
324 (95.86%)	\$311,747.23 (95.54%)	14 (4.14%)	\$14,537.45 (4.46%)

Conclusion


9. To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission and tabulation of ballots in connection with the Plan is true. The ballots received by KCC are stored at KCC's office and are available for inspection by or submission to this Court.

Dated: May 22, 2013


P. JOE MORROW IV
Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245
Phone: (310) 823-9000

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on May 22, 2013, by P. Joe Morrow IV, proved to me on the basis of satisfactory evidence to be the person who appeared before me.
WITNESS my hand and official seal.

Signature: 

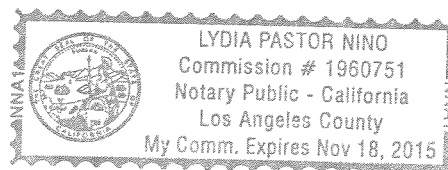


Exhibit A

School Specialty, Inc., et al.
Report of Untabulated Ballots

Status	Ballot/CUSIP Number	Date Received	Creditor Name	Class	Voting Amount	Accept or Reject the Plan?	Reason Unacceptable
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	500	5/14/13	A WALECKA AND SON INC	6 - Trade Unsecured Claims	\$3,098.00	Abstained	Abstained
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	150	5/7/13	ACHIEVA	6 - Trade Unsecured Claims	\$3,847.60	Abstained	Abstained
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	546	5/14/13	Almo Corporation	6 - Trade Unsecured Claims	\$91,655.34	Accept	Not Signed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	785	5/16/13	ARK THERAPEUTIC SERVICES INC	6 - Trade Unsecured Claims	\$10,319.97	Accept	Late Filed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	505	5/14/13	Arlington Industries, Inc.	6 - Trade Unsecured Claims	\$84,926.84	Accept	Not Signed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	606	5/15/13	B AND J SALES	5 - General Unsecured Claims	\$8,592.00	Abstained	Abstained
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	398	5/8/13	BLANKENSHIP, KARAL	8 - Convenience Class Claims	\$190.00	Abstained	Abstained*
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	397	5/7/13	CASE	6 - Trade Unsecured Claims	\$5,000.00	Abstained	Not Signed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	436	5/13/13	CLASSROOM COMPLETE PRESS	6 - Trade Unsecured Claims	\$4,425.08	Abstained	Abstained
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	462	5/14/13	CYRGUS CO INC	8 - Convenience Class Claims	\$830.00	Abstained	Abstained
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	497	5/14/13	Dial Industries, Inc.	8 - Convenience Class Claims	\$2,199.51	Accept	Not Signed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	525	5/14/13	Early Learning Resources LLC	6 - Trade Unsecured Claims	\$113,966.64	Accept	Not Signed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	475	5/14/13	Elmers Products Inc	6 - Trade Unsecured Claims	\$572,542.34	Accept	Not Signed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	424	5/13/13	ESCALADE SPORTS	6 - Trade Unsecured Claims	\$27,051.52	Abstained	Abstained
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	24	5/2/13	F AND W MEDIA INC	6 - Trade Unsecured Claims	\$3,114.45	Abstained	Abstained
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	476	5/14/13	Fleetwood Group, Inc.	6 - Trade Unsecured Claims	\$735,444.26	Accept	Not Signed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	780	5/16/13	FormStore Incorporated	6 - Trade Unsecured Claims	\$6,571.60	Abstained	Late Filed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	473	5/14/13	Global Industries Inc.	6 - Trade Unsecured Claims	\$37,200.44	Accept	Not Signed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	807863 AM 7	5/16/2013	GOLDMAN SACHS	7 - Noteholder Unsecured Claims	\$3,500,000.00	Reject	Late Filed

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Included on Exhibit B to 5/17 Certification (Docket No. 1101)	474	5/14/13	H. Arnold Wood Turning, Inc.	6 - Trade Unsecured Claims	\$14,093.38	Accept	Not Signed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	783	5/16/13	HARKN TECHNOLOGIES INC	8 - Convenience Class Claims	\$2,545.32	Accept	Late Filed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	322	5/10/13	INNOVATIVE PRODUCTS INC	6 - Trade Unsecured Claims	\$7,335.00	Abstained	Abstained
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	484	5/14/13	Jack Richeson & Co., Inc.	6 - Trade Unsecured Claims	\$220,891.81	Accept	Not Signed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	151	5/7/13	KERKAU MFG	6 - Trade Unsecured Claims	\$12,482.58	Abstained	Abstained
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	344	5/10/13	KL Specialties	6 - Trade Unsecured Claims	\$3,874.47	Abstained	Abstained
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	539	5/14/13	Melissa & Doug, LLC	6 - Trade Unsecured Claims	\$216,146.63	Accept	Not Signed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	784	5/16/13	NORSONS INDUSTRIES LLC	6 - Trade Unsecured Claims	\$13,520.95	Accept	Late Filed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	471	5/14/13	ONCOURT OFFCOURT	6 - Trade Unsecured Claims	\$7,562.00	Abstained	Abstained
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	437	5/13/13	ONEUP INNOVATIONS	6 - Trade Unsecured Claims	\$8,776.20	Abstained	Abstained
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	528	5/14/13	Raynor Marketing Ltd.	6 - Trade Unsecured Claims	\$39,009.00	Accept	Not Signed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	485	5/14/13	Stevens Industries Inc.	6 - Trade Unsecured Claims	\$88,926.02	Accept	Not Signed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	524	5/14/13	Storopack, Inc.	6 - Trade Unsecured Claims	\$30,177.27	Accept	Not Signed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	293	5/10/13	The Elite Group Inc.	6 - Trade Unsecured Claims	\$23,845.79	Abstained	Abstained
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	782	5/16/13	USA SPORTS INC	6 - Trade Unsecured Claims	\$7,072.42	Accept	Late Filed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	45	5/3/13	WEISLOGEL, STEPHEN	8 - Convenience Class Claims	\$650.57	Abstained	Abstained
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	496	5/14/13	Wheeland Lumber Co. Inc.	6 - Trade Unsecured Claims	\$35,317.19	Accept	Not Signed
Included on Exhibit B to 5/17 Certification (Docket No. 1101)	35	5/3/13	XPRESS GLOBAL SYSTEMS INC	6 - Trade Unsecured Claims	\$5,323.50	Reject	Not Signed

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Included on Exhibit B to 5/17 Certification (Docket No. 1101)	5	5/2/13	YPERS INC	8 - Convenience Class Claims	\$568.40	Accept	Not Signed
Processed after filing of 5/17 Certification (Docket No. 1101)	822	5/20/13	ACCO Brands USA LLC	6 - Trade Unsecured Claims	\$247,731.56	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	795	5/17/13	Adam Equipment Inc.	6 - Trade Unsecured Claims	\$31,655.94	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	808	5/17/13	ANGELES CORP	6 - Trade Unsecured Claims	\$3,652.19	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	818	5/20/13	AUTOMATED RECORDS MANAGEMENT SYST INC	8 - Convenience Class Claims	\$2,584.76	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	798	5/17/13	BIRDIE BALL INC	8 - Convenience Class Claims	\$966.00	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	791	5/17/13	CANDL FOUNDATION	8 - Convenience Class Claims	\$240.00	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	815	5/20/13	CANVAS CORP LLC	6 - Trade Unsecured Claims	\$21,517.05	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	789	5/17/13	COLORFX	8 - Convenience Class Claims	\$1,156.08	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	801	5/17/13	D & D Landscape Service, Inc.	6 - Trade Unsecured Claims	\$10,401.91	Abstained	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	812	5/20/13	DR BLOOM INC	6 - Trade Unsecured Claims	\$5,342.80	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	787	5/17/13	Elinor Czarnecki	8 - Convenience Class Claims	\$395.14	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	820	5/20/13	GENERAL FINISHES CORP	6 - Trade Unsecured Claims	\$3,795.00	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	804	5/17/13	GHENT MANUFACTURING	6 - Trade Unsecured Claims	\$75,993.37	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	816	5/20/13	GRAND CANYON ASSOC	8 - Convenience Class Claims	\$399.00	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	792	5/17/13	INGENUITY WORKS INC	8 - Convenience Class Claims	\$116.82	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	819	5/20/13	J LAWRENCE HALL	6 - Trade Unsecured Claims	\$4,444.44	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	800	5/17/13	LEONARD, LINDA	8 - Convenience Class Claims	\$138.34	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	793	5/17/13	MANTA-RAY INC	6 - Trade Unsecured Claims	\$29,031.54	Accept	Late Filed

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Processed after filing of 5/17 Certification (Docket No. 1101)	821	5/20/13	Mead Products LLC	6 - Trade Unsecured Claims	\$16,459.80	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	796	5/17/13	PEORIA USD 11	8 - Convenience Class Claims	\$2,236.96	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	807	5/17/13	Pilot Corporation of America	6 - Trade Unsecured Claims	\$10,307.49	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	813	5/20/13	ROYLCO INC.	6 - Trade Unsecured Claims	\$20,513.54	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	788	5/17/13	SALLY LOO CREATIVE TIMES	8 - Convenience Class Claims	\$287.96	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	817	5/20/13	SCHOOL CREATION AND INSTALLATION	8 - Convenience Class Claims	\$1,050.00	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	802	5/17/13	SHIZEN DESIGN	6 - Trade Unsecured Claims	\$4,841.46	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	790	5/17/13	STEAM SWEEPERS LLC	8 - Convenience Class Claims	\$462.00	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	811	5/20/13	STOKES PUBLISHING COMPANY	6 - Trade Unsecured Claims	\$16,013.37	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	809	5/17/13	The Aussie Pouch Company, Inc.	6 - Trade Unsecured Claims	\$18,285.00	Reject	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	810	5/17/13	The Step 2 Company, LLC	6 - Trade Unsecured Claims	\$32,143.86	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	803	5/17/13	U.S. Worldwide, Inc. DBA Brand New World	6 - Trade Unsecured Claims	\$9,783.54	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	805	5/17/13	Victor Technology, LLC	6 - Trade Unsecured Claims	\$3,253.60	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	799	5/17/13	WADDELL DISPLAY CASES	6 - Trade Unsecured Claims	\$24,320.79	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	797	5/17/13	WEISMAN NOVELTY CO INC	8 - Convenience Class Claims	\$424.80	Reject	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	814	5/20/13	WHARF IND PRINTING INC	6 - Trade Unsecured Claims	\$6,910.00	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	794	5/17/13	WIL KIL PEST CONTROL	8 - Convenience Class Claims	\$50.00	Accept	Late Filed
Processed after filing of 5/17 Certification (Docket No. 1101)	806	5/17/13	WOODWARE FURNITURE	6 - Trade Unsecured Claims	\$25,179.51	Accept	Late Filed

* Marked as Ambiguous Response in Certification dated 5/17/13.