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.)**

- [X] 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):

ACHIEVA

Name and address where notices should be sent: NameID: 11340736

ACHIEVA
PO BOX 729
MOCKSVILLE, NC 27028

Telephone number: 336 751 3501 x 227 email: MLaws@funderamerica.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: $ 3847.60

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: Goods Sold
(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):**
0425	(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.

- [X] 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: MARSHA LAWS
Title: CONTROLLER
Company: ACHIEVA

Marsha Laws (Signature) 3/20/13 (Date)

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

Telephone number: Email:

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 26 2013
KURTZMANCARSONCONSULTANTS

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.

13101251302271739030057340

ACCOUNTS RECEIVABLE TRIAL BALANCE REPORT

ALL OPEN INVOICES

CUSTOMER/ INVOICE NO.	DATES INVOICE	DUE	DSCNT	INVOICE AMOUNT	DISCOUNT AMOUNT	INVOICE BALANCE	TRANSACTION TYPE	DATE	AMOUNT	CK. NO./ TYPE	DEPOSIT DATE
0010425	SCHOOL SPECIALTY SUPPLY										
0037108 - IN	10/04/12	11/03		3,847.60	.00	3,847.60	INV	10/05/12	3,847.60		
CUSTOMER 0010425 TOTALS:				3,847.60	.00	3,847.60			3,847.60		
REPORT TOTALS:				3,847.60	.00	3,847.60			3,847.60		
NUMBER OF CUSTOMERS:	1										



ACHIEVA
Div. of Funder America, Inc.
P O BOX 729
Mocksville, NC 27028

Phone:336-751-7104
Fax:336-751-0504

INVOICE

INVOICE NO.	DATE INVOICED
37108	**10/04/2012**
SALES ORDER NO.	DATE SHIPPED
36677	**10/4/12**
CUSTOMER PO	WAREHOUSE NO.
2297545	**ACH**
SALES REPRESENTATIVE	SHIPPED VIA
	TRUCK
PAYMENT TERMS	SHIPPING CARRIER
NET 30	
FREIGHT TERMS	BOL
Third Party	**36746**

SOLD TO	SHIP TO
0010425 - SCHOOL SPECIALTY SUPPLY **P.O. BOX 1017** **Appleton WI 54912-1017** **USA**	**ANTELOPE VALLEY SCHS WHSE** **44865 3RD ST E** **ATTN: EHS/./DIAZ** **Lancaster CA 93535-2542** **USA**

Sr. No.	ITEM NUMBER DESCRIPTION	ORDERED QTY	SHIPPED QTY	BALANCE QTY	PRICE PER SQFT.	UNIT PRICE	TOTAL PRICE
1	SH0150C10 PKG,LAB-MATE;C:1/1	20	20	0.00	331.6897	192.3800	3,847.60

NMFC#083620-2
3RD PARTY BILL TO:
SCHOOL SPECIALTY
C/O C H ROBINSON
14800 CHARLSON ROAD
STE 2100
EDEN PRAIRIE MN 55347
PO#2297545; CUST PO#230527
TAG: EASTSIDE HIGH SCHOOL/P.DIAZ
PO#230527
661-948-7655
DELIVERY 7:30 AM- 3:30PM
SHIPPED 10/4/12 vitran pro#00491401527

Remittance Address
ACHIEVA
P O BOX 198742
Atlanta, GA 30384-8742

SUBTOTAL	**3,847.60**
DISCOUNT	**0.00**
TAX	**0.00**
DEPOSIT	**0.00**
USA DOLLAR	**3,847.60**

INV# 37108

ACHIEVA

ACHIEVA
Div. of Funder America, Inc.
P O BOX 729
Mocksville, NC 27028

Phone:336-751-7104
Fax:336-751-0504

ACKNOWLEDGEMENT

1

SALES ORDER NO.	DATE ORDERED
36677	07/24/2012
CUSTOMER PURCHASE ORDER NO.	WAREHOUSE NO.
2297545	ACH
SALES REPRESENTATIVE	CODE
SHIPPED VIA	FOB POINT
TRUCK	Third Party
PAYMENT TERMS	ORDER TYPE
NET 30	Order
CARRIER	

36746

SOLD TO	SHIP TO
0010425 SCHOOL SPECIALTY SUPPLY P.O. BOX 1017 Appleton WI 54912-1017 USA	ANTELOPE VALLEY SCHS WHSE 44865 3RD ST E ATTN: EHS/./DIAZ Lancaster CA 93535-2542 USA

ITEM	QTY ORDERED	ITEM NUMBER DESCRIPTION	PRODUCTION DATE	SCHEDULE SHIP DATE	UNIT PRICE	TOTAL PRICE
1	20	SH0150C10 PKG,LAB-MATE;C:1/1 Cubic Footage : 4.40 Weight : 3,060.00 lbs Item Reference No.	8/20/12 Price Per Cubic Feet:	8/20/12 874.4545	192.3800	3,847.60

NMFC#083620-2
3RD PARTY BILL TO:
SCHOOL SPECIALTY
C/O C H ROBINSON
14800 CHARLSON ROAD
STE 2100
EDEN PRAIRIE MN 55347
PO#2297545; CUST PO#230527
TAG: EASTSIDE HIGH SCHOOL/P.DIAZ
PO#230527
661-948-7655
DELIVERY 7:30 AM- 3:30PM

ALLOCATED

Total Cubic Feet :	**4.40**	**SUBTOTAL**	**3,847.60**
Total Weight in Pounds :	**3,060.00**	**LESS DISC**	**0.00**
		TAX %	**0.00**
Date Printed: 07/24/2012 8:53:29AM		**TOTAL**	**$3,847.60**

Attn:	ACHIEVA
From:	School Specialty, Inc
Date :	Thursday, July 19, 2012 5:00:29 PM
Subject:	PURCHASE ORDER 2297545 (From BUYER, BU DROPSHIP)
Job:	2027
Attach:	ATT2297545.pdf

Memo:

School Specialty

Featuring Proprietary Products:

Sax® Childcraft® abc® Sportime® Classroom Direct® Education Essentials®

SCHOOL SPECIALTY
PO BOX 1579
APPLETON WI 54912-1579

Corporate FID# 39-0971239

PO Number	Rev #	DC	Date	Page #
2297545	0	111	19-JUL-12	1 of 1

THE ABOVE PURCHASE ORDER AND REVISION # MUST APPEAR ON ALL INVOICES, PACKAGES, PACKING SLIPS, SHIPPING PAPERS AND CORRESPONDENCE.

36677

Ship To: ANTELOPE VALLEY SCHS WHSE
Attention: EHS/P DIAZ
Your PO#: 230527
44865 3RD ST E
LANCASTER CA 93535-2542
United States

Supplier: ACHIEVA
PO BOX 198742
ATLANTA GA 30384-8742
United States

Bill To: SCHOOL SPECIALTY INC
PO BOX 1017
APPLETON WI 54912-1017
United States

Buyer: BU DROPSHIP BUYER	FOB:	Acct Number:
Phone: Email or Fax Please	Freight Terms:	**Delivery Date(s): SEE DATE(S) BELOW**
Fax: 419-589-1978	Via:	Our SO Number: 21839821
Email: SSCSDIRECTS@SCHOOLSPECIALTY.COM		

Quantity	Our Item / Your Item	UOM	Item Description	Unit Price	Extended	Line No

EASTSIDE HIGH SCHOOL
PO# 230527
PH# 661-948-7655

Mark for: EHS/P DIAZ,

20	1414202 SH-0150	EACH	**Do Not Deliver Before 19-JUL-12** TABLE COMPUTER WORKSTATION LABMATE SERIES 60 X 24 X 29 LIGHT OAK DELIVER 7:30AM-3:30PM	$192.3800	$3,847.60	1

RECEIVED JUL 23 2012

Routing Instructions:
Ship via School Specialty 2012/2013 Routing Guide.

To obtain your copy of the 2012/2013 Routing Guide, please call 855-223-8017 or contact SSIRouting@CHRobinson.com.

Corporate transportation must approve routing deviations. Bill of Lading copy MUST accompany invoice. Bills payable upon order completion; terms discounted from date of invoice. Our PO number MUST appear on Bill of Lading with instructions for carrier to place on Freight Bill and mark as such. Failure to do so will incur a chargeback of $50.

Terms and Conditions:
Standard Terms and Conditions of Purchase are an integral part of this Purchase Order and are herein incorporated by this reference. All prices and amounts on this order are expressed in USD.
Please formally acknowledge receipt of Purchase Order and estimated delivery date(s); take note of the Do Not Deliver Before date(s) in the body of this Purchase Order.

Total $ 3,847.60 USD

SSI_DIRECT_PO 12-MAR-A

INV# 37108

BILL OF LADING

ACHIEVA
Div. of Funder America, Inc.
P O BOX 729
Mocksville, NC 27028

Phone:336-751-7104
Fax:336-751-0504

BILL OF LADING NO.	DATE
36746	10/4/12
SALES ORDER NO.	DATE ORDERED
36677	7/24/12
CUSTOMER PO	WAREHOUSE NO.
2297545	ACH
SHIPPED VIA	CARRIER
TRUCK	VITRAN
FREIGHT TERMS	
Third Party	

SOLD TO		SHIP TO	
	0010425 - SCHOOL SPECIALTY SUPPLY P.O. BOX 1017 Appleton WI 54912-1017 USA		ANTELOPE VALLEY SCHS WHSE 44865 3RD ST E ATTN: EHS/./DIAZ Lancaster CA 93535-2542

SR. NO.	ITEM NUMBER DESCRIPTION	Class	ORDERED QTY	QTY TO SHIP
1	SH0150C10 PKG,LAB-MATE;C:1/1 Cubic Footage : 0.22 Weight: 153.00 lbs **NMFC#083620-2** **3RD PARTY BILL TO:** **SCHOOL SPECIALTY** **C/O C H ROBINSON** **14800 CHARLSON ROAD** **STE 2100** **EDEN PRAIRIE MN 55347** **PO#2297545; CUST PO#230527** **TAG: EASTSIDE HIGH SCHOOL/P.DIAZ** **PO#230527** **661-948-7655** **DELIVERY 7:30 AM- 3:30PM** **SHIPPED 10/4/12**	70	20.000	20.000

VITRAN 00491401527

VITRAN 00491401527

SHIPPER COPY

LF	PLTS	LP	HU	SS

Total Number of Units : 20.000

Total Number of Pallets : ~~0~~ 2

Total Number of Tickets : 0

Total Cubic Feet : 4.40

Total Weight in Pounds : ~~2060.00~~

Freight Charges are PREPAID unless marked collect. [ ]

Shipper's Signature

Driver's Signature

Vitran US, Canadian LTL

Shipment Tracking

Pro# 491401527
Updated: 3/20/2013 10:29:03 AM

Delivered
Trailer(s): 5310068R

Shipper	Consignee
Achieva	Antelope Valley Union Hs
Serviced by: GBO	Serviced by: LAX

Pickup Date	10/4/2012
Appointment Date	No Appointment Scheduled
Delivery Date	10/16/2012 1:37:00 PM

Your account does not have access to this shipment's detailed information or images.
If you are not logged in, please do so in order to view all available information and images.

VITRAN

S.C.A.C. VITR

LH Trl: JBHU222569 Route: LANF36 Pro No: 00491401627

CONSIGNOR
ANTELOPE VALLEY UNION HS
44865 3RD ST E 9999999
661 942 8496
LANCASTER, CA 93535
P.O.# SH0150 BICHADWICP

CONSIGNEE
ACHIEVA 999999
197 FUNDER DRIVE
MOCKSVILLE, NC 27028
B/L# 116876631 Mfst# 859574

SPECIAL INSTRUCTIONS

SCHOOL SPECIALTIES 8824
% CH ROBINSON
14800 CHARLSON RD
EDEN PRAIRIE, MN 55347

TRL	DATE	ORIGINATION TERM	DESTINATION TERM
	10/04/12	GBO	LAX

TRANSFERRED TO	S.C.A.C	INTERCHANGE PT.	TRANSFERRED FROM	S.C.A.C.	I/L PRO# & DATE	I.V.T. REV.	INTERLINE

PIECES	HM	DESCRIPTION	WEIGHT	RATE	CHARGES
		4 Lineal feet 2 Handling units			
2		PLS TABLE COMPUTER	3,150		
		FAK applies, actual class 70			
		DEL BY 10/15			
		HIGH COST DELIVERY			
2		<---------- T o t a l s ---------->	3,150	PLT 2 PPD	

DELIVERY RECEIPT

DRIVER SIGNATURE AB
DATE 10/12/12 TIME IN 1:20 TIME OUT 1:30 SHRINK WRAPPED ☒ YES ☐ NO

RECEIVED IN GOOD CONDITION AS NOTED
CUSTOMER NAME J. KELSO
CUSTOMER SIGNATURE Julian Kelso 10/10/12

TOTAL