UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
SCHOOL SPECIALTY, INC., *et al*.,[1]	Case No. 13-10125 (KJC) Jointly Administered
Reorganized Debtors.	**Hearing Date: December 9, 2014 at 11:00 a.m. (ET)** **Obj. Deadline: November 28, 2014 at 4:00 p.m. (ET)**

DEBTORS' FOURTEENTH OMNIBUS (SUBSTANTIVE) OBJECTION TO CLAIMS PURSUANT TO § 502(b) OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 3003 AND 3007, AND LOCAL RULE 3007-1

The above-captioned reorganized debtors (collectively, the "Debtors" or the "Reorganized Debtors"), hereby file this omnibus objection (the "Objection") to certain claims (the "Disputed Claims") filed against the Debtors, and listed on Exhibit A to the proposed form of order (the "Proposed Order"), which is attached hereto as Exhibit II, pursuant to section 502(b) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), Rules 3003 and 3007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 3007-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), and respectfully request entry of the Proposed Order filed concurrently herewith. In support of this Objection, the Debtors rely on the *Declaration of Jay Herriman in Support of the Debtors' Fourteenth Omnibus (Substantive) Objection to Claims Pursuant to § 502(b) of the Bankruptcy Code, Bankruptcy*

[1] The Reorganized Debtors in these cases, along with the last four digits of each Reorganized Debtor's federal tax identification number and state of incorporation, are: School Specialty, Inc. (Del.; 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 Reorganized Debtors' corporate headquarters is W6316 Design Drive, Greenville, Wisconsin 54942.

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Rules 3003 and 3007, and Local Rule 3007-1, attached hereto as Exhibit I. In further support of this Objection, the Debtors respectfully represent:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware* dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief sought herein are section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1.

BACKGROUND

A. Introduction

3. On January 28, 2013 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code thereby commencing the instant cases (the "Chapter 11 Cases").

4. On February 5, 2013, the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed an official committee of unsecured creditors [Docket No. 110] (the "Initial Creditors' Committee"). On February 27, 2013, the U.S. Trustee reconstituted the Initial Creditors' Committee [Docket No. 330] (the "Creditors' Committee"). No trustee or examiner has been appointed in the Chapter 11 Cases.

5. Information regarding the Debtors' businesses, their capital and debt structure, and the events leading to the filing of these Chapter 11 Cases is contained in the

Declaration of Gerald T. Hughes in Support of Chapter 11 Petition and First Day Motions [Docket No. 2].

B. Plan Process

6. On April 23, 2013, the Debtors filed the *Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 862] (the "Initial Plan") and the *Disclosure Statement for the Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 864] (the "Disclosure Statement"). Conditional approval of the Disclosure Statement was granted by the Court on April 24, 2013 [Docket No. 902].

7. Following the filing of the Initial Plan, the Debtors continued extensive negotiations with various constituencies and filed the *Debtors' Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 1158] (the "Plan"). A corrected order confirming the Plan was entered on June 3, 2013 [Docket No. 1186] (the "Confirmation Order"). The Plan became effective on June 11, 2013 (the "Effective Date") [Docket No. 1258].

C. Bar Date and Proofs of Claim

8. On January 30, 2013, this Court entered an order appointing Kurtzman Carson Consultants LLC ("KCC") as noticing and balloting agent in these Chapter 11 Cases [Docket No. 70]. KCC is authorized to maintain (i) all proofs of claim filed against the Debtors and (ii) an official claims register by docketing all proofs of claim in a claims database containing, inter alia, information regarding the name and address of each claimant, the date the proof of claim was received by KCC, the claim number assigned to the proof of claim, and the asserted amount and classification of the claim.

9. On February 25, 2013, the Court entered that certain *Order Establishing Bar Dates for Filing Proofs of Claim, Including Section 503(b)(9) Claims and Approving the Form and Manner of Notice Thereof* [Docket No. 287] (the "Bar Date Order"). Pursuant to the Bar Date Order, all persons or entities who wished to assert claims against the Debtors' estates were required to file a proof of claim against the Debtors in these Chapter 11 Cases by no later than April 1, 2013 at 5:00 p.m. (prevailing Pacific Time) (the "General Bar Date").[2] The General Bar Date applied to any person, other than governmental units, holding a claim against the Debtors owing as of the Petition Date, including claims under section 503(b)(9) of the Bankruptcy Code, or any person with an alleged claim or expense to have allegedly arisen prior to the Petition Date. Any governmental unit seeking to file a claim against the Debtors are required to do so by no later than July 29, 2013 at 5:00 p.m. (prevailing Pacific Time).

10. To date, in excess of 1,600 proofs of claim (the "Claims," and the persons or entities filing such Claims, the "Claimants") have been filed in these Chapter 11 Cases.

11. Pursuant to the terms of the Plan, all objections to Claims were to be filed within 90 days of the Effective Date, or September 9, 2013 (the "Claims Objection Deadline"). However, on August 19, 2013, the Court entered an Order extending the Claims Objection Deadline through November 25, 2013 [Docket No. 1413]. On November 22, 2013, the Court entered an Order further extending the Claims Objection Deadline to February 10, 2014 [Docket No. 1536]. On February 20, 2014, the Court entered an additional Order extending the Claims Objection Deadline to April 28, 2014 [Docket No. 1677], and on April 21, 2014, entered another order further extending the Claims Objection Deadline through July 14, 2014 [Docket No. 1723].

[2] The Bar Date Order provided for the General Bar Date to be 30 days after the service of notice of the General Bar Date [Docket No. 336] (the "Bar Date Notice"). The Bar Date Notice was required to be served within 5 business days following the later of entry of the Bar Date Order or the filing of the Debtors' schedules of assets and liabilities (collectively, the "Schedules"). Claimants were provided with approximately 30-days' notice of the General Bar Date and entry of the Bar Date Order.

On July 14, 2014, the Court further extended the Claims Objection Deadline through September 29, 2014 [Docket No. 1796]. Finally, the Court extended the Claims Objection Deadline through and including December 15, 2014 [Docket No. 1845].

12. Pursuant to the terms of the Plan, all objections to Claims asserting administrative expense priority (the "Administrative Expense Claims") were to be filed within 120 days of the Effective Date, or November 8, 2013 (the "Administrative Claims Objection Deadline"). However, on November 22, 2013, the Court entered an order extending the Administrative Claims Objection Deadline to January 22, 2014 [Docket No. 1537] (the "Extended Administrative Claims Objection Deadline"). On February 20, 2014, the Court entered an order further extending the Extended Administrative Claims Objection Deadline to April 7, 2014 [Docket No. 1678]. On April 21, 2014, the Court entered an additional order extending the Extended Administrative Claims Objection Deadline through June 23, 2014 [Docket No. 1722]. On July 14, 2014, the Administrative Claims Objection Deadline was further extended to September 8, 2014 [Docket No. 1797]. Finally, the Court extended the Administrative Claim Objection Deadline through November 24, 2014 [Docket No. 1844].

RELIEF REQUESTED

I. Reclassified Claims

1. The Reorganized Debtors have reconciled the claims identified in Exhibit A to the Proposed Order (the "Reclassified Claims") against their books and records. The claimant asserting the Reclassified Claims identified on Exhibit A to the Proposed Order has asserted that all or a portion of its claims are entitled to secured treatment under the Bankruptcy Code. After reconciling the Reclassified Claim against their books and records, the Reorganized Debtors have determined that the classification status of the Reclassified Claim should be

adjusted. As set forth more fully on Exhibit A to the Proposed Order, the holder of the Reclassified Claims has not demonstrated that they are entitled to secured status under the Bankruptcy Code. Consequently, the Reorganized Debtors believe that the Reclassified Claims should be reclassified as indicated in the "Modified Class" column in Exhibit A to the Proposed Order. Failure to reclassify the Reclassified Claims would award the claimants undue priority in payment. Accordingly, the Reorganized Debtors request entry of an order reclassifying the Reclassified Claims as indicated in Exhibit A to the Proposed Order.

APPLICABLE AUTHORITY

2. Section 502(b) of the Bankruptcy Code provides in pertinent part that:

> the court, after notice and a hearing, shall determine the amount of [a] claim in lawful currency of the United States as of the date of the filing of the petition, and shall allow such claim in such amount, except to the extent that . . . such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law for a reason other than because such claim is contingent or unmatured.

11 U.S.C. § 502(b)(1).

3. The Reorganized Debtors believe the Disputed Claims noted above are subject to reclassification for the reasons set forth above. Therefore, pursuant to sections 502(b)(1) and 502(b)(9) of the Bankruptcy Code, Bankruptcy Rule 3007 and Local Rule 3007-1, the Debtors respectfully request that the Court enter an order reclassifying each Disputed Claim, as set forth on Exhibit A to the Proposed Order.

RESPONSES TO THE OBJECTION

4. Filing and Service of Responses: To contest the Objection, a Claimant must file and serve a written response to the Objection (a "Response") so that it is actually received by the Clerk of the Bankruptcy Court and the parties in the following paragraph no later than 4:00 p.m. (ET) on November 28, 2014 (the "Response Deadline"). Claimants should locate

their names and claims in this Objection, and carefully review the Proposed Order and the exhibit attached thereto. A Response must address each ground upon which the Debtors object to a particular claim. A hearing (the "Hearing") to consider the Objection shall be held on December 9, 2014 at 11:00 a.m. (ET), before the Honorable Kevin J. Carey, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware 19801.

5. Every Response must be filed and served upon the following entities at the following addresses: (i) Office of the Clerk of the United States Bankruptcy Court; (ii) Paul, Weiss, Rifkind, Wharton & Garrison, LLP, 1285 Avenue of the Americas, New York, New York, 10019, Attn: Lauren Shumejda, Esq., and (iii) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Maris Kandestin, Esq.

6. Content of Responses: Every Response to the Objection must contain, at a minimum, the following:

(a) a caption setting forth the name of the Court, the above-referenced case number and the title of the Objection to which the Response is directed; the name of the Claimant and description of the basis for the amount of the Claim;

(b) a concise statement setting forth the reasons why a particular Claim should not be disallowed for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which the claimant will rely in opposing the Objection at the Hearing;

(c) all documentation or other evidence of the Claim in question, to the extent not already included with the Claimant's proof of claim, upon which the claimant will rely in opposing the Objection at the Hearing;

(d) the name, address, telephone number, and fax number of the person(s) (who may be the Claimant or a legal representative thereof) possessing ultimate authority to reconcile, settle, or otherwise resolve the Claim on behalf of the Claimant; and

(e) the name, address, telephone number, and fax number of the person(s) (who may be the Claimant or a legal representative thereof) to whom the Debtors should serve any reply to the Response.

7. Timely Response Required; Hearing; Replies: If a Response is properly and timely filed and served in accordance with the above procedures, the Reorganized Debtors will endeavor to reach a consensual resolution with the applicable Claimant. If no consensual resolution is reached, the Court will conduct a Hearing with respect to the Objection and the Response on December 9, 2014 at 11:00 a.m. (ET), or such other date and time as parties filing Responses may be notified. Only those Responses made in writing and timely filed and received will be considered by the Court at any such hearing.

8. Adjournment of Hearing: The Reorganized Debtors reserve the right to adjourn the Hearing on any Claim included in this Objection. In the event that the Reorganized Debtors adjourn the Hearing, they will state that the Hearing on that particular Claim referenced in this Objection, and/or Response, has been adjourned on the agenda for the Hearing on this Objection, which agenda will be served on the person designated by the Claimant in each Response.

9. If a Claimant whose Claim is subject to the Objection, and who is served with the Objection, fails to file and serve a timely Response in compliance with the foregoing procedures, the Reorganized Debtors will present to the Court an appropriate order without further notice to the Claimant.

10. Separate Contested Matter: Each of the Disputed Claims and the objections thereto, as asserted in this Objection, constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. The Reorganized Debtors request that any order

entered by the Court with respect to an objection asserted herein shall be deemed a separate order with respect to each such Equity Interest Claim.

RESERVATION OF RIGHTS

11. The Reorganized Debtors expressly reserve the right to amend, modify or supplement this Objection and to file additional objections to any proofs of claim filed in these Chapter 11 Cases including, without limitation, objections as to the liability, amount or priority of any Claims listed on Exhibit A to the Proposed Order. Should one or more of the grounds for this Objection be dismissed or overruled, the Reorganized Debtors reserve the right to object to any Disputed Claim listed on Exhibit A to the Proposed Order on any other ground.

STATEMENT OF COMPLIANCE WITH LOCAL BANKRUPTCY RULE 3007-1

12. The undersigned representative of Young Conaway Stargatt & Taylor, LLP has reviewed the requirements of Local Rule 3007-1 and certifies that the Objection substantially complies with that Local Rule. To the extent that the Objection does not comply in all respects with the requirements of Local Rule 3007-1, the Reorganized Debtors believe such deviations are not material and respectfully request that any such requirement be waived.

FURTHER INFORMATION

13. Questions about or requests for additional information about this Objection should be directed to the Reorganized Debtors' counsel in writing at the following address: Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801 (Attn: Maris Kandestin, Esq.).

14. Claimants should not contact the Clerk of the Court to discuss the merits of their proofs of claim or this Objection.

NOTICE

15. The Reorganized Debtors have provided notice of this Objection to (i) the Office of the United States Trustee for the District of Delaware; (ii) counsel to the agent for the Ad Hoc DIP Facility (as defined in the Final Ad Hoc DIP Order); (iii) the indenture trustee for the Debtors' convertible debentures; (iv) counsel to the Creditor Representative; (v) counsel to the agents for the ABL Exit Facility and the Term Loan Exit Facility; (vi) all parties that have filed a notice of appearance in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002; and (vii) each of the claimants identified on Exhibit A to the Proposed Order.

WHEREFORE, the Reorganized Debtors respectfully request that the Court enter the Proposed Order: (a) granting the relief requested herein; and (b) granting to the Reorganized Debtors such other and further relief as the Court may deem just and proper.

Dated: November 7, 2014
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Laurel D. Roglen
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- and -

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UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: SCHOOL SPECIALTY, INC., *et al*.,[1] Reorganized Debtors.	Chapter 11 Case No. 13-10125 (KJC) Jointly Administered **Hearing Date: December 9, 2014 at 11:00 a.m. (ET)** **Obj. Deadline: November 28, 2014 at 4:00 p.m. (ET)**

NOTICE OF OBJECTION

TO: (I) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) COUNSEL TO THE AGENT FOR THE AD HOC DIP FACILITY (AS DEFINED IN THE FINAL AD HOC DIP ORDER); (III) THE INDENTURE TRUSTEE FOR THE DEBTORS' CONVERTIBLE DEBENTURES; (IV) COUNSEL TO THE CREDITOR REPRESENTATIVE; (V) COUNSEL TO THE AGENTS FOR THE ABL EXIT FACILITY AND THE TERM LOAN EXIT FACILITY; (VI) ALL PARTIES THAT HAVE FILED A NOTICE OF APPEARANCE IN THESE CHAPTER 11 CASES PURSUANT TO BANKRUPTCY RULE 2002; AND (VII) EACH OF THE CLAIMANTS IDENTIFIED ON *EXHIBIT A* TO THE PROPOSED ORDER.

PLEASE TAKE NOTICE that the above-captioned reorganized debtors (collectively, the "Debtors" or the "Reorganized Debtors") have filed the attached **Debtors' Fourteenth Omnibus (Substantive) Objection to Claims Pursuant to § 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1** (the "Objection").[2]

PLEASE TAKE FURTHER NOTICE that responses to the Objection, if any, must be filed on or before **November 28, 2014 at 4:00 p.m. (ET)** (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801; and served upon the undersigned counsel to the Reorganized Debtors so that the response is received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that responses to the Objection MUST, at a minimum, contain the following:

[1] The Reorganized Debtors in these cases, along with the last four digits of each Reorganized Debtor's federal tax identification number and state of incorporation, are: School Specialty, Inc. (Del.; 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 Reorganized Debtors' corporate headquarters is W6316 Design Drive, Greenville, Wisconsin 54942.

[2] Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

a. a caption setting forth the name of the Court, the above-referenced case number and the title of the Objection to which the Response is directed; the name of the claimant and description of the basis for the amount of the claim;

b. a concise statement setting forth the reasons why a particular claim should not be disallowed for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which the claimant will rely in opposing the Objection at the Hearing;

c. all documentation or other evidence of the claim in question, to the extent not already included with the claimant's proof of claim, upon which the claimant will rely in opposing the Objection at the Hearing;

d. the name, address, telephone number, and fax number of the person(s) (who may be the claimant or a legal representative thereof) possessing ultimate authority to reconcile, settle, or otherwise resolve the claim on behalf of the claimant; and

e. the name, address, telephone number, and fax number of the person(s) (who may be the claimant or a legal representative thereof) to whom the Debtors should serve any reply to the Response.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE OBJECTION WILL BE HELD ON **DECEMBER 9, 2014 AT 11:00 A.M. (ET)** BEFORE THE HONORABLE KEVIN J. CAREY, UNITED STATES BANKRUPTCY JUDGE, UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM NO. 5, WILMINGTON, DE 19801.

PLEASE TAKE FURTHER NOTICE THAT IF YOU ARE A CLAIMANT AND FAIL TO TIMELY FILE AND SERVE A RESPONSE IN ACCORDANCE WITH THE ABOVE REQUIREMENTS YOU WILL BE DEEMED TO HAVE CONCURRED WITH AND CONSENTED TO THE OBJECTION AND THE RELIEF REQUESTED THEREIN, AND THE DEBTORS WILL PRESENT TO THE COURT, WITHOUT FURTHER NOTICE TO YOU, AN APPROPRIATE ORDER SUSTAINING THE OBJECTION.

Dated: November 7, 2014
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Laurel D. Roglen

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Counsel to the Reorganized Debtors

EXHIBIT I

Declaration of Jay Herriman

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: SCHOOL SPECIALTY, INC., *et al*.,[1] Reorganized Debtors.	Chapter 11 Case No. 13-10125 (KJC) Jointly Administered

DECLARATION OF JAY HERRIMAN IN SUPPORT OF DEBTORS' FOURTEENTH OMNIBUS (SUBSTANTIVE) OBJECTION TO CLAIMS PURSUANT TO § 502(b) OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 3003 AND 3007, AND LOCAL RULE 3007-1

I, Jay Herriman, pursuant to 28 U.S.C. § 1746, declare:

1. I am a Senior Director for Alvarez & Marsal ("A&M"). I am currently one of the restructuring advisors to the above-captioned reorganized debtors (collectively, the "Debtors" or the "Reorganized Debtors"). In this capacity, I am one of the persons responsible for overseeing the claims reconciliation and objection process in the Debtors' Chapter 11 Cases.[2] I have read the *Debtors' Fourteenth Omnibus (Substantive) Objection to Claims Pursuant to § 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1* (the "Objection"), and am directly, or by and through my personnel or agents, familiar with the information contained therein, the proposed form of order (the "Proposed Order"), and the exhibit attached thereto.

[1] The Reorganized Debtors in these cases, along with the last four digits of each Reorganized Debtor's federal tax identification number and state of incorporation, are: School Specialty, Inc. (Del.; 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 Reorganized Debtors' corporate headquarters is W6316 Design Drive, Greenville, Wisconsin 54942.

[2] Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

2. Considerable resources and time have been expended in reviewing and reconciling the proofs of claim filed or pending against the Debtors in these cases. The Claims were carefully reviewed and analyzed in good faith utilizing due diligence by the appropriate personnel, including A&M personnel and the Debtors' Court-appointed claims and noticing agent, Kurtzman Carson Consultants ("KCC"). These efforts resulted in the identification of the Disputed Claims as defined in the Objection and identified in Exhibit A to the Proposed Order.

3. The information contained in Exhibit A to the Proposed Order is true and correct to the best of my knowledge.

4. The Reorganized Debtors have reviewed their books and records and determined that the claims identified in Exhibit A to the Proposed Order assert an incorrect priority for such amount. Accordingly, to prevent the claimant from receiving an unwarranted recovery, the Reorganized Debtors seek to reclassify the Reclassified Claims as set forth in Exhibit A to the Proposed Order.

I declare under penalty of perjury that the foregoing information is true and correct to the best of my knowledge, information and belief.

Executed on November 7, 2014

/s/ Jay Herriman
Jay Herriman

EXHIBIT II

Proposed Order

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: SCHOOL SPECIALTY, INC., *et al*.,[1] Reorganized Debtors.	Chapter 11 Case No. 13-10125 (KJC) Jointly Administered **Re: Docket No. ____**

ORDER SUSTAINING DEBTORS' FOURTEENTH OMNIBUS (SUBSTANTIVE) OBJECTION TO CLAIMS PURSUANT TO § 502(b) OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 3003 AND 3007, AND LOCAL RULE 3007-1

Upon the *Debtors' Fourteenth Omnibus (Substantive) Objection to Claims Pursuant to § 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1* (the "Objection"),[2] and it appearing that notice of the Objection was good and sufficient upon the particular circumstances and that no other or further notice need be given; and the Court having considered the Objection, the claims listed on Exhibit A attached hereto, and any responses thereto; and upon the *Declaration of Jay Herriman in Support of the Debtors' Fourteenth Omnibus (Substantive) Objection to Claims Pursuant to § 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1*; and upon the record herein; and after due deliberation thereon and good and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Objection is SUSTAINED, as set forth herein.

[1] The Reorganized Debtors in these cases, along with the last four digits of each Reorganized Debtor's federal tax identification number and state of incorporation, are: School Specialty, Inc. (Del.; 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 Reorganized Debtors' corporate headquarters is W6316 Design Drive, Greenville, Wisconsin 54942.

[2] Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Objection.

2. The Reclassified Claims listed on Exhibit A in the column titled "Asserted Class" are reclassified to the classification set forth in the column titled "Modified Class."

3. The Reorganized Debtors' objection to each Claim addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate Order with respect to each claim. Any stay of this Order pending appeal by any of the Claimants subject to this Order shall only apply to the contested matter which involves such Claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters covered hereby.

4. The Reorganized Debtors shall retain and shall have the right to object in the future to any of the proofs of claim listed on Exhibit A hereto on any additional grounds, and to seek to amend, modify and/or supplement this Order as may be necessary. In addition, the Reorganized Debtors' rights are reserved to file future objections to Claims asserted in proofs of claim that have been or may subsequently be filed in these Chapter 11 Cases, or Claims that may be listed on the Debtors' Schedules, on the grounds set forth herein or any other appropriate grounds that bankruptcy and non-bankruptcy law permits.

5. This Court shall retain jurisdiction over the Debtors and the Claimants whose Disputed Claims are subject to the Objection with respect to any matters related to or arising from the Objection or the implementation of this Order.

Dated: _____, 2014
Wilmington, Delaware

_____
THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Reclassified Claims

SCHOOL SPECIALTY, INC.

FOURTEENTH OMNIBUS – (SUBSTANTIVE) : EXHIBIT A – RECLASSIFY CLAIMS

	NAME	CLAIM #	FILED DATE	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED CLASS	MODIFIED AMOUNT	GROUNDS FOR OBJECTION
1	Nmhg Financial Services Inc Po Box 643749 Pittsburgh, PA 15264-3749	368	03/01/2013	Secured Unsecured Subtotal	$21,237.93 $0.00 $21,237.93	Secured Unsecured Subtotal	$0.00 $21,237.93 $21,237.93	Leased property was returned to creditor, no remaining security interest exists.
2	Nmhg Financial Services Inc Po Box 643749 Pittsburgh, PA 15264-3749	369	03/01/2013	Secured Unsecured Subtotal	$16,802.31* Undetermined* $16,802.31	Secured Unsecured Subtotal	$0.00 $16,802.31 $16,802.31	Leased property was returned to creditor, no remaining security interest exists.
				TOTAL	$38,040.24	TOTAL	$38,040.24	

*** - Indicates claim contains unliquidated and/or undetermined amounts**