

OTCQB Certification

I, Kevin Baehler, Interim CFO of School Specialty ("the Company"), certify that:

a. The Company is registered with the SEC or exempt from SEC registration as indicated below (check one):

- Company is registered under Section 12g of the Exchange Act
- Company is relying on Exchange Act Rule 12g3-2(b)
- Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- Other (describe) _____

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on www.otcmarkets.com is current and complete as of August 14, 2014 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

Dennis F. Connolly, Godfrey & Kahn, S.C., 780 N Water St., Milwaukee, WI 53202

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

Glenn Wiener, GW Communications, 1325 Avenue of the Americas, 28th Floor, New York, NY 10019

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

Name	Address (City and State only)	% Shares Owned
Zazove Associates, LLC	Incline Village, NV	26.4%
J. Goldman Master Fund, LP J. Goldman & Co., L.P., J. Goldman Capital Management, Inc.	British Virgin Islands New York, NY	8.9%
Steel Excel Inc. Steel Partners Holdings, LP SPH Group LLC SPH Group Holdings LLC Steel Partners Holdings GP Inc.	White Plains, NY New York, NY	8.7%
Wolverine Flagship Fund Trading Limited, Wolverine Asset Management LLC, Wolverine Holdings, LP Wolverine Trading Partners, Inc.	Chicago, IL	7.4%
Davis Select Advisers, LP, Davis Appreciation & Income Fund	Tucson, AZ	7.1%

BulwarkBay Investment Group LLC, c/o BulwarkBay Investment Group LLC Bulwark Bay Credit Opportunities Master Fund Ltd c/o Ogier Fiduciary Services (Cayman) Limited	Boston, MA Cayman Islands	6.5%
Scoggin International Fund, Ltd., Scoggin Worldwide Fund, Ltd., c/o Mourant Cayman Nominees, Ltd. Scoggin Capital Management II LLC, Scoggin LLC Old Bellows Partners LP Old Bell Associates LLC	Cayman Islands New York, NY	6.0%
Virginia Retirement System Frigate Ventures LP Admiralty Advisors LLC M5V Advisors Inc.	Richmond, VA Dallas, TX Toronto, Ontario	5.7% 5.1%

Date: August 15, 2015

Name of Certifying CEO or CFO: Kevin Baehler

Title: Interim CFO

Signature: 
 (Digital Signatures should appear as "/s/ [OFFICER NAME]")