

**SCHOOL SPECIALTY, INC.
CORPORATE GOVERNANCE GUIDELINES**

Effective as of November 18, 2008

I. Authority and Responsibilities of the Board of Directors

All corporate authority resides with the Board of Directors as fiduciaries of the Company's shareholders, except for those matters reserved for the shareholders. The Board of Directors has delegated to management the authority to pursue the Company's objectives. The Board of Directors has retained oversight authority — overseeing the implementation of standards of accountability and monitoring the effectiveness of management. Management, not the Board of Directors, is responsible for managing the Company.

Consistent with this division of authority, the primary responsibilities of the Board of Directors and its committees include:

1. Overseeing the conduct of the Company's business to determine whether it is being effectively managed, evaluating the performance of the Company and its senior management, and selecting, evaluating and fixing the compensation of the chief executive officer and other executive officers as it deems appropriate.
2. Monitoring corporate strategies and major plans and transactions.
3. Providing advice and counsel to the chief executive officer and management.
4. Overseeing management in an effort to ensure that the assets of the Company are safeguarded through the maintenance of appropriate accounting, financial and other controls, and that the business of the Company is conducted in compliance with applicable laws and regulations and the highest ethical standards.
5. Evaluating the overall effectiveness of the Board of Directors, as well as selecting and recommending to shareholders qualified candidates for election to the Board of Directors.

These corporate governance guidelines are intended to embody the principles by which the Board of Directors operates. These guidelines are not intended to be a detailed code of regulations, but rather a statement of governing principles. This document will be changed from time to time as conditions warrant.

II. Selection and Composition of the Board of Directors

Independence

Independent directors currently constitute and will continue to constitute a majority of the Board of Directors. A director will be considered "independent" if he or she meets the requirements for independence set forth in the rules of the NASDAQ Stock Market. The Governance/Nominating Committee will review the independence of members of the Board no less frequently than annually.

Selection Criteria for Board Members

The Governance/Nominating Committee of the Board is charged with the responsibility to develop and recommend to the Board of Directors guidelines for selecting candidates for election to the Board of Directors, and to periodically review such guidelines and recommend to the Board of Directors amendments to such guidelines that the committee deems appropriate. The Governance/Nominating Committee will also periodically review director profiles and an inventory of director skills and experience. The invitation to join the Board shall be extended by the Chairman of the Board.

Election and Terms of Board Members

The directors are divided into three classes, designated Class I, Class II and Class III, and the term of office of directors of each class is three years. Directors are to be assigned to each class in accordance with a resolution or resolutions adopted by the Board of Directors. Each class will consist, as nearly as possible, of one-third of the total number of directors constituting the entire Board of Directors. Any director appointed by the Board will be nominated for election by the Company's shareholders for the balance of the term of the class to which such director is appointed at the Company's first annual meeting of shareholders following such appointment.

Retirement and Resignation

It is the policy of the Board of Directors that no individual who would be age 72 or older at the time of his or her election will be eligible to stand for election to the Board of Directors. The Board, at its discretion, may waive the age limitation or establish a greater age limitation from time to time. In addition, directors are required to submit their resignation from the Board upon a change in position from the position held when they were elected to the Board. It is not the intention of the Board to mandate resignation, but rather to provide an opportunity for the Board to review the appropriateness of membership under the changed circumstances.

Stock Ownership Guidelines

The Board of Directors believes that it is in the best interests of the Company's shareholders that members of the Board align their interests with the interests of the shareholders by maintaining a financial interest in the Company. To that end, it is the policy of the Board of Directors that each director will have a financial interest in the Company equal to 4.0 times such director's annual cash retainer, to be achieved over a period of six years from the time of election or the adoption of such guidelines.

Succession Planning

The Governance/Nominating Committee is responsible for developing and periodically reviewing succession plans for the directors. The committee will periodically report to the Board of Directors on these matters.

III. Board Structure

Number of Directors

While the Company's articles of incorporation provide that the Board of Directors shall have no less than one member, the Board is required to be composed of no fewer than three independent members in order to comply with the requirements of the NASDAQ Stock Market. The Board of Directors will assess its size from time to time. There are currently seven members of the Board of Directors.

Board Leadership

The Board of Directors has the flexibility to decide whether combining or separating the roles of Chairman of the Board and chief executive officer will best serve the Company at a given point in time. In either case, the function of the Board of Directors in monitoring the performance of the senior management of the Company will be fulfilled by the presence of a majority of independent directors on the Board of Directors.

Board Committees

1. The standing committees of the Board of Directors are the Audit Committee, the Compensation Committee, and the Governance/Nominating Committee. Board committees receive their authority exclusively through delegation from the Board of Directors. The Audit Committee, the Compensation Committee and the Governance/Nominating Committee have written charters that set forth the responsibilities of, and other legal requirements applicable to, each committee. Each charter has been approved by the Board of Directors.

2. The Governance/Nominating Committee, in consultation with the Chairman of the Board, is responsible for recommending to the Board of Directors the assignment of Board members to Board committees. All standing committees will consist of independent directors.
3. The committee chairperson, in consultation with the committee members, will determine the frequency and length of committee meetings. Directors may attend any Board committee meeting.
4. At the request of the Chairman of the Board, committee chairs will each report on the activities of their committee at each regular meeting of the Board of Directors. In addition, the minutes of all committee meetings will be regularly distributed to all Board members.

IV. Board and Committee Operations

Meeting Materials and Agendas Distributed in Advance; Other Information

In general, information and data that is important to the understanding of the Board of Directors or a committee of the matters to be discussed at each meeting, including meeting agendas, will be distributed in writing to the Board of Directors or committee chairs a reasonable amount of time before the Board of Directors or committee meets so that meeting time may be conserved and discussion time focused on questions that the directors have about the materials. Exceptions will be made in circumstances in which distributing materials in advance would compromise the confidentiality of competitive or sensitive information. Directors are expected to review meeting materials prior to the meeting. Management will seek to ensure that the information is complete and accurate, while making every attempt to see that this material is as brief as possible. When appropriate, management will seek input from legal counsel with respect to the meeting materials.

Meetings

The Board of Directors generally conducts four regularly scheduled meetings per year. In addition, special meetings may be called from time to time as determined by business necessity. The Chairman of the Board, in consultation with the Governance/Nominating Committee, sets the agenda for Board meetings. Certain items necessary for appropriate Board oversight must appear regularly on the agenda. Board members may request that particular matters be placed on the agenda. From time to time, the Board conducts an extended or special meeting to review the Company's long-term strategic and business plans.

Meeting Attendance

Directors are expected to participate in each regular and special meeting of the Board of Directors and of each committee of which the director is a member. The Company's bylaws authorize members of the Board of Directors and members of any committee of the Board of Directors to participate in and act at a meeting through the use of telephonic or other communication equipment. The personal attendance of directors at such meetings is preferred.

Independent Advice

The Board of Directors or any Board committee has the authority to seek legal or other expert advice from a source independent of management, including the authority to approve the expert's fees and terms of retention.

Attendance of Non-Directors at Board Meetings

The Board of Directors encourages the attendance of members of management at Board meetings to (i) provide management insight into items being discussed or considered by the Board; (ii) make presentations to the Board on matters which involve the manager's area; and (iii) bring managers with high potential into contact with the Board.

Access to Management and Employees

Directors have complete access to the Company's management and employees. The Board of Directors believes that any such contact should be reasonable in frequency and length and should not be distracting to the business operations of the Company.

Executive Session

At any meeting of the Board of Directors, the independent members of the Board have the opportunity to meet in executive session, without any member of management present. The Chairman of the Board or such other person as the independent directors may select shall assume the responsibility of chairing such meetings. The Board meeting in executive session may request the attendance of members of management for the purpose of providing information or delivering reports. The Board currently has executive sessions during all of the regularly scheduled meetings.

Board Interaction with Third Parties

The Board of Directors believes that management speaks for the Company. The chief executive officer is responsible for establishing effective communications with constituencies of the Company, including shareholders, employees, suppliers, customers, and communities in which the Company operates. Non-management directors will communicate directly with any interested party that wishes to make their concerns known to the non-management directors, without management present.

V. Board Performance

Evaluations

The Governance/Nominating Committee is responsible for coordinating an annual self-evaluation of the performance of the Board of Directors and each of its committees. This evaluation will be discussed with the full Board of Directors.

Board Compensation

The Board of Directors believes that the Company should offer compensation to directors for their service on the Board at a level that will attract director candidates who satisfy the Company's selection criteria for board members. The compensation committee will periodically review the compensation arrangements in effect for the non-management members of the Board of Directors and recommend to the full Board of Directors any changes deemed appropriate.

Other Board Memberships

In deciding whether to serve on other boards, independent directors are encouraged to take into account the impact of such other directorships on attendance at, and the quality of participation in, meetings of the Board of Directors. Unless specifically approved by the Governance/Nominating Committee, the chief executive officer may serve on the board of directors of no more than one other publicly-traded company, and the other members of the Company's Board may serve on the boards of directors of no more than two other publicly-traded companies. In any event, independent directors should advise the Chairman of the Board and the chairperson of the nominating and governance committee in advance of their other board commitments.

VI. Senior Management

Stock Ownership Policy

The Board of Directors believes that it is in the best interests of the Company's shareholders that the Company's executive officers align their interests with the interests of the shareholders by maintaining a financial interest in the

Company. To that end, the Board has approved a policy that requires specified levels of stock ownership to be achieved by executive officers within a six year period of becoming subject to such guidelines as follows:

Chief Executive Officer	4.0 times base salary
President and Chief Operating Officer	2.5 times base salary
Chief Financial Officer	1.0 times base salary
Executive Vice Presidents	1.0 times base salary

Executive Officer Evaluations

The Compensation Committee will oversee the evaluation of the performance of the executive officers of the Company, and will counsel the appropriate executive officers in management development and performance evaluation matters. These evaluations should be used by the compensation committee in the course of its deliberations when considering the compensation of the executive officers.

Succession Planning

Succession planning and selection of a successor for the chief executive officer is ultimately the responsibility of the Board of Directors. The Compensation Committee is responsible for the periodic review of succession plans for the chief executive officer and other key executive officers of the Company and its subsidiaries identified from time to time by the committee. The Compensation Committee will periodically report to the Board of Directors on these matters.

Outside Board Members

The Board of Directors will be notified of any outside board memberships accepted by an executive officer. The chief executive officer may serve on the board of directors of no more than one other publicly-traded company

Code of Ethics

The Board has approved Codes of Ethics for all employees of the Company and additional requirements for ethical conduct for other areas, including senior financial officers and investment professionals. Regular training on the Code of Ethics is mandatory for all officers. The Company has retained a third party provider to enable employees to make complaints anonymously. Certain provisions of the Corporate Code of Ethics also apply to directors. The Code of Ethics is to be posted on the Company's website.

VII. Revisions

The Governance/Nominating Committee will reevaluate these guidelines periodically and recommend to the Board of Directors for adoption any revisions that it deems necessary or appropriate.

VIII. Publication of Corporate Governance Guidelines

The Board believes that these Guidelines should be made available to the Company's shareholders and investors. Management of the Company is authorized to make these Guidelines and the Committee charters available on the Company's website and in other published material.