

AMENDED AND RESTATED CHARTER
QUALIFIED LEGAL COMPLIANCE COMMITTEE
OF SCHOOL SPECIALTY, INC.

Effective as of February 17, 2004 and Amended November 17, 2008

I. Purpose

The purpose of the Qualified Legal Compliance Committee (the “Committee”) of the Board of Directors (the “Board”) of School Specialty, Inc. (the “Company”) is to serve as the Company’s qualified legal compliance committee within the meaning of Part 205 of the Securities and Exchange Commission’s Rules of Practice. In this capacity the Committee shall assist the Board in fulfilling its responsibility with respect to reports of:

- material violations of United States federal or state securities law;
- a material breach of fiduciary duty arising under United States federal or state law;
or
- a similar material violation of any United States federal or state law by the Company or by any officer, director, employee or agent of the Company.

Evidence of any of the foregoing are referred to in this Charter as a “Material Violation.” A report of evidence of a Material Violation received by the Committee is referred to herein as a “QLCC Report.” A QLCC Report may be made or referred to the Committee by the Company’s chief executive officer or designated chief legal officer or any of the Company’s outside legal advisors.

II. Committee Composition

The Company’s Governance/Nominating Committee members shall serve as the Committee.

III. Meetings

The Committee shall meet as frequently as the Committee deems necessary to respond to any QLCC Report. Meetings of the Committee may be called at any time by any member thereof on not less than one day’s notice. The Committee may conduct its business and affairs at any time or location it deems appropriate. Attendance and participation in a meeting may take place by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Any action to be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent and such consent is filed with the minutes of the Committee. All decisions of the Committee shall be determined by the affirmative vote of a majority of its members.

IV. Authority and Responsibilities

Attached to this Charter as Appendix A are the procedures for the confidential receipt, retention and consideration of any QLCC Report. The Committee shall have the authority to establish other rules and operating procedures in order to fulfill its obligations under applicable law, rules and regulations.

The Committee shall have the following authority and responsibilities:

1. To inform the Company's designated chief legal officer or chief executive officer of any QLCC Report, unless the Committee determines that it would be inappropriate to do so.
2. To determine whether an investigation is necessary or appropriate regarding any QLCC Report.
3. If the Committee determines that an investigation regarding a QLCC Report is necessary or appropriate, to: (i) notify the Board; (ii) initiate and oversee an investigation, which may be conducted either by the Company's chief legal officer (if any) or by outside attorneys; and/or (iii) retain, at the Company's expense, such additional expert personnel as the Committee deems necessary to assist in the investigation.
4. At the conclusion of any such investigation, to: (i) recommend, by majority vote, that the Company implement an appropriate response to evidence of a Material Violation; and (ii) inform, to the extent they believe appropriate, the designated chief legal officer or chief executive officer and the Board of the results of the investigation and the appropriate remedial measures to be adopted.
5. Acting by majority vote, to take all other appropriate action, including the authority to notify the Securities and Exchange Commission in the event that the Company fails in any material respect to implement an appropriate response that the Committee has recommended the Company to take.
6. To perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Committee's purpose.

QUALIFIED LEGAL COMPLIANCE COMMITTEE PROCEDURES

These procedures supplement the authority and responsibilities of the Qualified Legal Compliance Committee (the “Committee”) of the Board of Directors (the “Board”) of School Specialty, Inc. (the “Company”) as set forth in the Charter of the Committee. In order to facilitate the Committee’s confidential receipt, retention and consideration of a report of evidence of a Material Violation received by the Committee (a “QLCC Report”), the Committee has established the following procedures:

1. If an attorney appearing and practicing before the Securities and Exchange Commission (the “SEC”) in the representation of the Company becomes aware of evidence of a Material Violation, the attorney must report such evidence to the Committee.
2. Any QLCC Report shall be made to the Chairman of the Committee. If the Chairman of the Committee is unavailable, then the QLCC Report shall be made to another member of the Committee.
3. The member of the Committee who initially receives the QLCC Report will confirm to the reporting attorney in writing that the Committee has received the QLCC Report in its role as the Company’s qualified legal compliance committee.
4. Promptly after receiving a QLCC Report, a meeting of the Committee shall be convened to consider the QLCC Report and any action to be taken in response to the QLCC Report. The Committee shall hold meetings as necessary to carry out its responsibilities in responding to a QLCC Report.
5. The Committee shall maintain written minutes of all meetings in which it considers a QLCC Report.
6. At the option of the Committee, the Committee may consult with officers of the Company, or retain outside attorneys or experts to determine whether to commence an investigation in connection with a QLCC Report. The Committee may, if it so decides, rely on officers of the Company to perform a preliminary investigation and advise the Committee whether to investigate issues raised by a QLCC Report.
7. If the Committee determines to investigate issues raised by a QLCC Report, the Committee shall: (i) notify the Board as it deems appropriate, (ii) initiate and oversee an investigation, (iii) determine who shall conduct such investigation, and (iv) retain, at the Company’s expense, such additional expert personnel as the Committee deems necessary to assist in the investigation.
8. The Committee shall have the authority to enter into engagement letters as appropriate, with such expert personnel retained by it.

9. At the conclusion of an investigation, the Committee shall: (i) recommend, by majority vote, that the Company implement an appropriate response to the QLCC Report if it determines that a Material Violation has occurred, and (ii) inform the designated chief legal officer and/or the chief executive officer and/or the Board, as it deems appropriate, of the results of the investigation and the appropriate remedial measures, if any, that it has recommended that the Company adopt.
10. If the Committee has recommended a response to the QLCC Report, the Committee shall thereafter determine whether the Company has implemented an appropriate response, and take all other action if the Company has failed in any material respect to implement the appropriate response, including notifying the SEC, if necessary.
11. The Committee shall retain all QLCC Reports, tracking their receipt, investigation, and resolution and shall periodically report on these matters to the Board.
12. The Committee shall take appropriate measures to ensure that the Company's legal privileges are protected.
13. The Committee shall maintain the confidentiality of all QLCC Reports and related information, except to the extent the Committee deems it necessary to disclose such QLCC Reports or related information in carrying out its responsibilities as the Company's qualified legal compliance committee.

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