

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
SCHOOL SPECIALTY, INC., <i>et al.</i> ,	Case No. 13-10125 (KJC)
Debtors. ¹	Jointly Administered

**GLOBAL NOTES, METHODOLOGY AND SPECIFIC
DISCLOSURES REGARDING THE DEBTORS' SCHEDULES OF
ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Introduction

On January 28, 2013 (the "Petition Date"), School Specialty, Inc. ("SSI") and its affiliated debtors and debtors-in-possession in the above-captioned chapter 11 cases (each a "Debtor," collectively, the "Debtors") filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

Pursuant to the requirements of Bankruptcy Code Section 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Debtors, with the assistance of their advisors, have filed their respective Schedules of Assets and Liabilities (the "Schedules") and Statements of Financial Affairs (the "Statements") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

Mr. David Vander Ploeg has signed each of the Schedules and Statements. Mr. Vander Ploeg is the Executive Vice President of SSI and Vice President & Treasurer of all remaining Debtors. In reviewing and signing the Schedules and Statements, Mr. Vander Ploeg has relied upon the efforts, statements and representations of various personnel employed by the Debtors. Mr. Vander Ploeg has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors.

These Global Notes, Methodology and Specific Disclosures Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs (the "Global Notes") pertain to, are incorporated by reference in and comprise an integral part of each of the Debtors' Schedules and Statements. The Global Notes should be referred to and reviewed in connection with any review of the Schedules and Statements.

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



The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”), nor are they intended to be fully reconciled with the financial statements of each Debtor. Additionally, the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment, and reflect the Debtors’ reasonable best efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.

In preparing the Schedules and Statements, the Debtors relied upon financial data derived from their books and records that was available at the time of such preparation. Although the Debtors have made reasonable efforts to ensure the accuracy and completeness of such financial information, inadvertent errors or omissions, as well as the discovery of conflicting, revised or subsequent information, may cause a material change to the Schedules and Statements. Thus, the Debtors are unable to warrant or represent that the Schedules and Statements are without inadvertent errors, omissions or inaccuracies. Accordingly, the Debtors reserve all of their rights to amend, supplement or otherwise modify the Schedules and Statements as is necessary and appropriate. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements.

Global Notes and Overview of Methodology

Reservation of Rights. Nothing contained in the Schedules and Statements shall constitute a waiver of the Debtors’ rights or an admission with respect to their chapter 11 cases, including, without limitation, any issues involving substantive consolidation, equitable subordination, offsets or defenses and/or causes of action arising under the provisions of Chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws.

Description of Cases. On the Petition Date, the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to Bankruptcy Code Sections 1107(a) and 1108. No trustee or examiner has been requested in these chapter 11 cases.

On January 30, 2013, the Bankruptcy Court entered an *Order Authorizing Joint Administration Pursuant to Bankruptcy Rule 1015 and Local Rule 1015-1* [Docket No. 77] directing the procedural consolidation and joint administration of the Debtors’ chapter 11 cases [Docket No. 77]. On February 5, 2013, the United States Trustee for the District of Delaware appointed the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) [Docket No. 110] pursuant to section 1102(a)(1) of the Bankruptcy Code.

Net Book Value of Assets. It would be prohibitively expensive, unduly burdensome and an inefficient use of estate assets for the Debtors to obtain current market valuations for all of their assets. Accordingly, unless otherwise indicated, the Debtors’ Schedules and Statements reflect net book values as of January 27, 2013. Market values of these assets may vary, at some times materially, from the net book value of such assets. Additionally, because the book values of assets such as patents, trademarks and copyrights may materially differ from their fair market values, they are listed as undetermined amounts as of the Petition Date. Furthermore, assets which have fully depreciated or were expensed for accounting purposes do not appear in these Schedules and Statements as they have no net book value.

Personal Property – Leased. In the ordinary course of business, the Debtors may lease furniture, fixtures, and office equipment from certain third-party lessors for use in the daily operation of their businesses. Nothing in the Schedules and Statements is or shall be construed as an admission regarding any determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all of their rights with respect to any such issue.

Recharacterization. Notwithstanding the Debtors' reasonable best efforts to properly characterize, classify, categorize or designate certain claims, assets, executory contracts, unexpired leases and other items reported in the Schedules and Statements, the Debtors may nevertheless have improperly characterized, classified, categorized, designated or omitted certain items. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add or delete items reported in the Schedules and Statements at a later time as is necessary and appropriate, as additional information becomes available.

Liabilities. The Debtors allocated liabilities between the prepetition and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change. Accordingly, the Debtors reserve all of their rights to amend, supplement or otherwise modify the Schedules and Statements as is necessary and appropriate.

The liabilities listed on the Schedules do not reflect any analysis of claims under Bankruptcy Code Section 503(b)(9). Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted claims under Bankruptcy Code Section 503(b)(9) or the characterization of the structure of any such transaction or any document or instrument related to any creditor's claim.

Insiders. For purposes of the Schedules and Statements, the Debtors define "insiders" pursuant to section 101(31) of the Bankruptcy Code to include the following: (a) directors; (b) officers; (c) shareholders holding in excess of 5% of the voting shares of one of the Debtor entities (whether directly or indirectly); (d) relatives of directors, officers or shareholders of the Debtors (to the extent known by the Debtors); (e) persons in control; and (f) Debtor/non-Debtor affiliates.

Persons listed as "insiders" have been included for informational purposes only. The Debtors do not take any position with respect to: (a) such person's influence over the control of the Debtors; (b) the management responsibilities or functions of such individual; (c) the decision-making or corporate authority of such individual; or (d) whether such individual could successfully argue that he or she is not an "insider" under applicable law, including the federal securities laws, or with respect to any theories of liability or for any other purpose.

Intellectual Property Rights. Exclusion of certain intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms or otherwise transferred pursuant to a sale, acquisition or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, terminated, assigned, expired by their terms or otherwise transferred pursuant to a sale, acquisition or other transaction.

In addition, although the Debtors have made diligent efforts to attribute intellectual property to the rightful Debtor entity, in certain instances, intellectual property owned by one Debtor may, in fact, be owned by another. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.

Classifications. Listing a claim on (a) Schedule D as “secured,” (b) Schedule E as “priority,” (c) Schedule F as “unsecured” or (d) listing a contract or lease on Schedule G as “executory” or “unexpired,” does not constitute an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors’ rights to recharacterize or reclassify such claims or contracts or leases or to setoff of such claims.

Claims Description. Schedules D, E and F permit each of the Debtors to designate a claim as “disputed,” “contingent” and/or “unliquidated.” Any failure to designate a claim on a given Debtor’s Schedules as “disputed,” “contingent” or “unliquidated” does not constitute an admission by that Debtor that such amount is not “disputed,” “contingent” or “unliquidated,” or that such claim is not subject to objection. The Debtors reserve all of their rights to dispute, or assert offsets or defenses to, any claim reflected on their respective Schedules and Statements on any grounds, including liability or classification. Additionally, the Debtors expressly reserve all of their rights to subsequently designate such claims as “disputed,” “contingent” or “unliquidated.” Moreover, listing a claim does not constitute an admission of liability by the Debtors.

Causes of Action. Despite reasonable efforts, the Debtors may not have identified and/or set forth all of their (filed or potential) causes of action against third parties as assets in their Schedules and Statements. The Debtors reserve all of their rights with respect to any causes of action against third parties and nothing in the Global Notes or the Schedules and Statements shall be deemed a waiver of any such causes of action.

Employee Addresses. Employee addresses have been removed from entries listed on Schedules E, F & G. These addresses are available upon request of the Office of the United States Trustee and the Bankruptcy Court.

Consolidated Accounts Payable. The Debtors maintain a consolidated accounts payable system with the exception of Califone International, Inc. As such all outstanding liabilities related to accounts payable are listed on Schedule F of Debtor School Specialty, Inc. with the exception of Califone International, Inc.

Inter-Company Balances. The Debtors did not maintain pre-petition segregated balances for amounts owed between individual Debtors. No inter-company obligations related amounts payable / receivable between Debtors are included in response to Schedule B16 or Schedule F. Additionally, no response has been provided for Statement question 3C as it relates to payments made between Debtors.

Excluded Tax Refunds. The Debtors have notified several taxing authorities to use outstanding tax refunds to offset future tax liabilities. These tax refunds have not been included in response to Schedule B18.

Summary of Significant Reporting Policies. The following is a summary of significant reporting policies:

- a. **Undetermined Amounts.** The description of an amount as “unknown,” “TBD” or “undetermined” is not intended to reflect upon the materiality of such amount.
- b. **Totals.** All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
- c. **Paid Claims.** The Debtors have authority to pay certain outstanding prepetition payables pursuant to various Bankruptcy Court orders (the “Prepetition Payment Orders”). Accordingly, certain outstanding liabilities may have been reduced by postpetition payments made on account of prepetition liabilities. In most instances, as applicable, the Debtors have omitted listing those prepetition liabilities which have been fully satisfied prior to the filing of these Schedules or reduced the remaining liability to reflect payments described herein. To the extent the Debtors pay any of the liabilities listed in the Schedules pursuant to the Prepetition Payment Orders, the Debtors reserve all of their rights to amend or supplement the Schedules or take other action as is necessary and appropriate to avoid over-payment of or duplicate payments for any such liabilities.
- d. **Excluded Assets and Liabilities.** The Debtors have excluded certain accrued liabilities, including accrued salaries and employee benefits and tax accruals from the Schedules. Certain other immaterial assets and liabilities may also have been excluded.
- e. **Liens.** Property, inventory and equipment listed in the Schedules are presented without consideration of any liens that may attach (or have attached) to such property and equipment.
- f. **Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.

Setoffs. The Debtors incur certain setoffs and other similar rights during the ordinary course of business. Offsets in the ordinary course can result from various items, including, without limitation, intercompany transactions, pricing discrepancies, returns, warranties, and other disputes between the Debtors and their customers and/or suppliers. These offsets and other

similar rights are consistent with the ordinary course of business in the Debtors' industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are excluded from the Schedules. Notwithstanding the foregoing, the Debtors have not reviewed the validity of the aforementioned setoff rights and hereby reserve all rights to challenge such setoff rights.

Global Notes Control. In the event that the Schedules and Statements differ from the foregoing Global Notes, the Global Notes shall control.

Specific Disclosures with Respect to the Debtors' Schedules

Schedule A. For those Debtors that own real property, such owned real estate is reported at book value, net of accumulated depreciation. The Debtors may have listed certain assets as real property when such assets are in fact personal property, or the Debtors may have listed certain assets as personal property when such assets are in fact real property. The Debtors reserve all of their rights to recategorize and/or recharacterize such asset holdings to the extent the Debtors determine that such holdings were improperly listed.

Schedule B "as of" Dates. Unless indicated otherwise, asset values described in Schedule B are representative of values reflected on the Debtors' January 27, 2013 balance sheet.

Schedule B1 and B2. Details with respect to the Debtors' cash management system and bank accounts are provided in the *Debtors' Motion for an Order (I) Approving Continued Use of the Debtors' Existing Cash Management System, (II) Authorizing Use of Existing Bank Accounts and Checks, (III) Waiving the Requirements of 11 U.S.C. § 345(B) on an Interim Basis, and (IV) Authorizing Continuance of Postpetition Intercompany Transactions* [Docket No. 8] (the "Cash Management Motion").

Schedule B3. The Bankruptcy Court, pursuant to the *Motion for an Order Pursuant to Section 366 of the Bankruptcy Code (I) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Utility Services, (II) Deeming Utility Companies Adequately Assured of Future Performance, (III) Establishing Procedures for Determining Adequate Assurance of Payment; and (IV) Setting a Final Hearing Related Thereto* [Docket No. 5], has authorized the Debtors to provide adequate assurance of payment for future utility services, including a deposit in the amount of \$330,000.00. Such deposits are not listed on Schedule B3, which was prepared as of the Petition Date.

Schedule B4. Unless indicated otherwise in a Debtor's specific response to Schedule B4, the Debtors have included a comprehensive response to Schedule B4 in Schedules B28 and B29.

Schedule B9. Additional information regarding the insurance policies listed on Schedule B9 is available in the *Debtors' Motion for Order (I) Authorizing the Debtors (A) to Continue Existing Insurance Policies and Agreements Related Thereto and (B) To Honor Certain Prepetition Obligations in Respect Thereof and (II) Granting Related Relief* [Docket No. 7].

Schedules B13 and B14. Ownership interests in subsidiaries, partnerships and joint ventures have been listed in Schedules B13 and B14 as an undetermined amount on account of the fact

that the fair market value of such ownership is dependent on numerous variables and factors and may differ significantly from their net book value.

Schedule B16. The Debtors have disclosed the net book value with respect to accounts receivable listed on Schedule B16, which represents the amount of the accounts receivable netted by any “doubtful accounts.” For purposes of Schedule B16, “doubtful accounts” are those accounts that the Debtors have identified as unlikely to be paid given the amount of time such accounts have been outstanding.

Schedule B21. In the ordinary course of their businesses, the Debtors may have accrued, or may subsequently accrue, certain rights to causes of action, counterclaims, setoffs, refunds with their customers and suppliers or potential warranty claims against their suppliers. Additionally, certain of the Debtors may be a party to pending litigation in which the Debtors have asserted, or may assert, causes of action as a plaintiff or counter-claims as a defendant. To the extent such rights are known and quantifiable, they are listed on Schedule B21; however, any such rights which are unknown to the Debtors or not quantifiable as of the Petition Date are not listed on Schedule B21.

Schedules B28 and B29. For purposes of Schedules B28 and B29, the value of certain assets may be included in a fixed asset group or certain assets with a net book value of zero may not be set forth on Schedule B28 or B29.

Schedule B30. Unless otherwise stated in a specific Debtor’s Schedule B30, book value is presented net of inventory reserves.

Schedule D. The claims listed on Schedule D arose or were incurred on various dates; a determination of the date upon which each claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included for each claim. All claims listed on Schedule D, however, appear to have arisen or been incurred before the Petition Date.

Except as otherwise agreed pursuant to a stipulation or order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset of a secured creditor listed on Schedule D of any Debtor. Moreover, although the Debtors have scheduled claims of various creditors as secured claims, the Debtors reserve all of their rights to dispute or challenge the secured nature of any such creditor’s claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor’s claim. The descriptions provided in Schedule D are solely intended to be a summary – and not an admission – of liability.

On January 31, 2013, the Bankruptcy Court entered the *Interim Order (I) Authorizing Debtors to (A) Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(3), 364(d)(1), 364(e) and 507, (B) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363, (C) Grant Priming Liens and Superpriority Claims to the DIP Lenders, (D) Provide Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, and (E) Repay in Full Amounts Owed in Connection With the*

Prepetition Secured Loans or Otherwise Converting the Prepetition Secured Obligations Into Postpetition Secured Obligations, (II) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) and (III) Granting Related Relief [Docket No. 86] (the “Interim DIP Order”)

Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated herein, real property lessors, utility companies and other parties that may hold security deposits have not been listed on Schedule D. The Debtors reserve all of their rights to amend Schedule D to the extent that the Debtors determine that any claims associated with such agreements should be reported on Schedule D. Nothing herein shall be construed as an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors’ rights to recharacterize or reclassify such claim or contract.

Moreover, the Debtors have not included on Schedule D parties that may believe their claims are secured through setoff rights or inchoate statutory lien rights. Where an administrative agent serves with respect to any prepetition secured debt, only the administrative agent is listed as the creditor on Schedule D and not any other parties who may hold a portion of the debt.

Schedule E. The Bankruptcy Court has authorized the Debtors, in their discretion, to pay certain liabilities that may be entitled to priority under the applicable provisions of the Bankruptcy Code. For example, on January 30, 2013, the Bankruptcy Court entered the *Interim Order (A) Authorizing, But Not Directing, the Debtors to Pay Certain Prepetition Wages, Compensation, and Employee Benefits and Continue Payment of Wages, Compensation, and Employee Benefits in the Ordinary Course of Business; and (B) Authorizing and Directing Applicable Banks and Other Financial Institutions to Process and Pay All Checks Presented for Payment and to Honor All Funds Transfer Requests Made by the Debtors Relating to the Foregoing* [Docket No. 75], authorizing the Debtors to pay or honor certain prepetition obligations with respect to employee wages, salaries and other compensation, reimbursable employee expenses and employee medical and similar benefits on an interim basis. Additionally, on January 30, 2013, the Bankruptcy Court entered the *Order Pursuant to Sections 105(a), 363(b), 541, and 507(a)(8) of the Bankruptcy Code Authorizing (I) Payment of Certain Prepetition Taxes and Fees, and (II) Financial Institutions to Process and Cash Related Checks and Transfers* [Docket No. 72], authorizing the Debtors to pay or honor certain prepetition obligations owed to taxing authorities. The Debtors’ are seeking final approval for additional payments with respect to employee wages. To the extent such claims have been paid or may be paid pursuant to further Bankruptcy Court order, they may not be included on Schedule E.

The claims listed on Schedule E arose or were incurred on various dates; a determination of the date upon which each claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included for each claim. All claims listed on Schedule E, however, appear to have arisen or to have been incurred before the Petition Date.

Schedule F. The Debtors have used best reasonable efforts to report all general unsecured claims against the Debtors on Schedule F based upon the Debtors’ existing books and records as of the Petition Date. The claims of individual creditors for, among other things, products, goods or services are listed as either the lower of the amounts invoiced by such creditor or the amounts entered on the Debtors’ books and records and may not reflect credits or allowances due from

such creditors to the applicable Debtor. The Debtors reserve all of their rights with respect to any such credits and allowances including the right to assert objections and/or setoffs with respect to same. Schedule F does not include certain deferred charges, deferred liabilities, accruals or general reserves. Such amounts are, however, reflected on the Debtors' books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific claims as of the Petition Date. The Debtors have made every effort to include as a contingent, unliquidated or disputed the claim of any vendor not included on the Debtors' open accounts payable that is associated with an account that has an accrual or receipt not invoiced.

The Bankruptcy Court has authorized the Debtors to pay, in their discretion, certain non-priority unsecured claims on a postpetition basis. For example, on January 30, 2013, the Bankruptcy Court entered the *Order Authorizing the Debtors to Honor Certain Prepetition Customer Obligations and to Continue Prepetition Customer Programs and Practices in the Ordinary Course of Business* [Docket No. 76] (the "Customer Programs Order"). Additionally, on January 30, 2013, the Bankruptcy Court entered the *Interim Order Authorizing the Debtors to Pay Prepetition Claims of Certain Critical Vendors, Foreign Suppliers, Freight Carriers and Section 503(B)(9) Claimants* [Docket No. 79] (the "Shippers Order"). Each Debtor's Schedule F may reflect the Debtor's payment of certain claims pursuant to the Customer Programs Order or the Shippers Order, and, to the extent an unsecured claim has been paid or may be paid, it is possible such claim is not included on Schedule F. Certain Debtors may pay additional claims listed on Schedule F during this chapter 11 case pursuant to these and other orders of the Bankruptcy Court and reserve all of their rights to update Schedule F to reflect such payments.

Schedule F contains information regarding pending litigation involving the Debtors. In certain instances, the amount that is the subject of the litigation is uncertain or undetermined. The dollar amount of potential claims associated with any such pending litigation is listed as "undetermined" and marked as contingent, unliquidated and disputed in the Schedules and Statements.

Schedule F also includes potential or threatened legal disputes that are not formally recognized by an administrative, judicial or other adjudicative forum due to certain procedural conditions that counterparties have yet to satisfy. Any information contained in Schedule F with respect to such potential litigation shall not be a binding representation of the Debtors' liabilities with respect to any of the potential suits and proceedings included therein.

Schedule F reflects unsecured claims that a Debtor may have against another Debtor on account of intercompany receivables and payables. To the extent a Debtor has a claim against another Debtor on account of the Debtors' prepetition secured facilities, these claims are not reflected on Schedule F.

The Debtors believe that their prepetition secured lenders are undersecured; however, Schedule F does not reflect any unsecured deficiency claims that such prepetition secured lenders may have.

To the extent they are known, Schedule F reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption or the assumption and assignment of an executory contract or unexpired lease. Additionally, Schedule F does not include potential

rejection damage claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

Schedule G. The Debtors' businesses are complex. Although the Debtors' existing books, records and financial systems have been relied upon to identify and schedule executory contracts and unexpired leases at each of the Debtors and diligent efforts have been made to ensure the accuracy of each Debtor's Schedule G, inadvertent errors, omissions or over-inclusion may have occurred. Certain information, such as the contact information of the counter-party, may not be included where such information could not be obtained using the Debtors' reasonable efforts.

Listing a contract or lease on Schedule G does not constitute an admission that such contract or lease is an executory contract or unexpired lease or that such contract or lease was in effect on the Petition Date or is valid or enforceable. The Debtors hereby reserve all of their rights to dispute the validity, status or enforceability of any contracts, leases or other agreements set forth on Schedule G and to amend or supplement Schedule G as necessary. Certain of the contracts and leases listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth separately on Schedule G.

Certain confidentiality or non-disclosure agreements may not be listed on Schedule G. The Debtors reserve all of their rights with respect to such agreements.

Certain of the contracts and leases listed on Schedule G may consist of several parts, including, purchase orders, amendments, restatements, waivers, letters and other documents that may not be listed on Schedule G or that may be listed as a single entry. The Debtors expressly reserve their rights to challenge whether such related materials constitute an executory contract or unexpired lease, a single contract or lease or multiple, severable or separate contracts or leases.

The contracts, leases and other agreements listed on Schedule G may have expired or may have been modified, amended or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda and other documents, instruments and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. In some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider.

The Debtors reserve all of their rights, claims and causes of action with respect to the contracts and leases on Schedule G, including the right to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor's claim.

In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their businesses, such as subordination, nondisturbance and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents may not be set forth on Schedule G. Further, the Debtors reserve all of their rights to alter or amend these Schedules to the extent that additional information regarding the Debtor obligor to such executory contracts or unexpired leases becomes available. Certain of the executory contracts or unexpired leases may not have been memorialized and

could be subject to dispute. Executory contracts that are oral in nature have not been included on Schedule G.

Omission of a contract or lease from Schedule G does not constitute an admission that such omitted contract or lease is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contracts or leases are not impaired by the omission.

The listing of any contract or lease on Schedule G does not constitute an admission by the Debtors as to the validity of any such contract or lease or an admission that such contract or lease is an executory contract or unexpired lease. The Debtors reserve all of their rights to dispute the effectiveness of any such contract or lease listed on Schedule G or to amend Schedule G at any time to remove any contract or lease.

Schedule H. For purposes of Schedule H, the Debtors that are either the principal obligors or guarantors under the prepetition secured credit facilities are listed as co-Debtors on Schedule H. The Debtors may not have identified certain guarantees associated with the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements. The Debtors reserve all of their rights to amend the Schedules to the extent that additional guarantees are identified or such guarantees are discovered to have expired or be unenforceable.

Where an administrative agent serves with respect to any debt as to which there are co-debtors, only the administrative agent is listed as the creditor on Schedule H and not any other parties who may hold a portion of the debt.

In the ordinary course of their businesses, the Debtors may be involved in pending or threatened litigation. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. Because all such claims are contingent, disputed or unliquidated, such claims have not been set forth individually on Schedule H. Litigation matters can be found on each Debtor's Schedule F and Statement 4a, as applicable.

Specific Disclosures with Respect to the Debtors' Statements

Statement 1. The amounts listed in Statement 1 reflect the gross revenue for the fiscal years 2011, 2012 and the year to date portion of fiscal year 2013 of each Debtor as such amount is calculated in the Debtors' records.

Statement 3b. Statement 3b includes any disbursement or other transfer made by the Debtors except for those made to insiders (see Statement 3c), employees and bankruptcy professionals (see Statement 9). The amounts listed in Statement 3b reflect the Debtors' disbursements netted against any check level detail; thus, to the extent a disbursement was made to pay for multiple invoices, only one entry has been listed on Statement 3b. All disbursements listed on Statement 3b are made through the Debtors' cash management system. Additionally, all disbursement information reported in Statement 3b for a specific Debtor pertains to the bank accounts maintained by that respective Debtor.

Statement 4a. Information provided in Statement 4a includes only those legal disputes and administrative proceedings that are formally recognized by an administrative, judicial or other adjudicative forum. In the Debtors' attempt to provide full disclosure, to the extent a legal dispute or administrative proceeding is not formally recognized by an administrative, judicial or other adjudicative forum due to certain procedural conditions that counterparties have yet to satisfy, the Debtors have identified such matters on Schedule F for the applicable Debtor. Additionally, any information contained in Statement 4a shall not be a binding representation of the Debtors' liabilities with respect to any of the suits and proceedings identified therein.

Statement 8. The Debtors occasionally incur losses for a variety of reasons, including theft and property damage. The Debtors, however, may not have records of all such losses as to the extent such losses do not have a material impact on the Debtors' businesses or are not reported for insurance purposes.

Statement 9. Although all of the Debtors retained or paid the entities and individuals who provided consultation concerning debt consolidation, relief under the Bankruptcy Code or preparation of a petition in bankruptcy within one year immediately preceding the Petition Date, all of the payments, or property transferred by or on behalf of a Debtor for such services, were made by School Specialty, Inc. and are therefore listed on that Debtor's response to Statement 9.

Statement 18a. With respect to information provided in Statement 18a, the Debtors have, where applicable, disclosed the address of each Debtor's main center of operations or headquarters, and have not included information regarding any related manufacturing, warehousing or storage facilities, or any other site or location where a portion of a Debtor's business operations are conducted.

Statement 19d. The Debtors have provided financial statements in the ordinary course of their businesses to numerous financial institutions, creditors and other parties within two years immediately before the Petition Date. Considering the number of such recipients and the possibility that such information may have been shared with parties without the Debtors' knowledge or consent, the Debtors have not disclosed any parties that may have received such financial statements for the purposes of Statement 19d.

Statement 20a. The Debtor elects to use cycle counting procedures instead of taking a complete physical inventory of all items. All items are counted at least once over the course of the fiscal period with most items being counted multiple times. If accuracy falls below the minimum requirements a physical inventory would be required prior to returning to the cycle counting process.

Statement 23. Unless otherwise indicated in a Debtor's specific response to Statement 23, the Debtors have included a comprehensive response to Statement 23 in Statement 3c.

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B6 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court

District Of Delaware

In re Califone International, Inc.,
Debtor

Case No. 13-10127 (KJC)Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$ 0.00		
B - Personal Property	Yes	11	\$ 6,033,175.09 + Undetermined Amounts		
C - Property Claimed as Exempt	No				
D - Creditors Holding Secured Claims	Yes	1		\$ 138,156,867.39 + Undetermined Amounts	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	12		\$ 1,042,452.40 + Undetermined Amounts	
G - Executory Contracts and Unexpired Leases	Yes	6			
H - Codebtors	Yes	4			
I - Current Income of Individual Debtor(s)	No				\$ N/A
J - Current Expenditures of Individual Debtors(s)	No				\$ N/A
TOTAL		37	\$ 6,033,175.09 + Undetermined Amounts	\$ 139,199,319.79 + Undetermined Amounts	

B6A (Official Form 6A) (12/07)

In re Califone International, Inc.,
Debtor

Case No. 13-10127 (KJC)
(If known)

SCHEDULE A – REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor’s own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an “H,” “W,” “J,” or “C” in the column labeled “Husband, Wife, Joint, or Community.” If the debtor holds no interest in real property, write “None” under “Description and Location of Property.”

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write “None” in the column labeled “Amount of Secured Claim.”

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR’S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR’S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
None				

Total ▶ \$ 0.00

(Report also on Summary of Schedules.)

B6B (Official Form 6B) (12/07)

In re Califone International, Inc.,
DebtorCase No. 13-10127 (KJC)
(If known)**SCHEDULE B – PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.		Petty Cash		\$1,500.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Depository Account No. xx8895 Wells Fargo Bank, N.A. 21255 Burbank Blvd. Suite 110 Woodland Hills, CA 91367 United States		\$1,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		CPF San Fernando, LLC - Lease / Security Deposit		\$21,310.36
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		See Attached Rider		\$583,361.69
10. Annuities. Itemize and name each issuer.	X			

B6B (Official Form 6B) (12/07) – Cont.

In re Califone International, Inc.,
DebtorCase No. 13-10127 (KJC)
(If known)**SCHEDULE B – PERSONAL PROPERTY**
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		See Attached Rider		\$1,172,150.16
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

B6B (Official Form 6B) (12/07) – Cont.

In re Califone International, Inc.,
DebtorCase No. 13-10127 (KJC)
(If known)**SCHEDULE B – PERSONAL PROPERTY**
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.		See Attached Rider		Undetermined
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		See Attached Rider		\$20,658.89
29. Machinery, fixtures, equipment, and supplies used in business.		See Attached Rider		\$303,613.63
30. Inventory.		See Attached Rider		\$3,681,241.17
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			

B6B (Official Form 6B) (12/07) – Cont.

In re Califone International, Inc.,
Debtor

Case No. 13-10127 (KJC)
(If known)

SCHEDULE B – PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
35. Other personal property of any kind not already listed. Itemize.		See Attached Rider		\$248,339.19

3 continuation sheets attached Total ►

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

\$ 6,033,175.09
+ Undetermined Amounts

In re: Califone International, Inc.

Case No. 13-10127 (KJC)

**SCHEDULE B - PERSONAL PROPERTY
Rider B.9 - Interests in Insurance Policies**

Insurance Company	Policy Type	Policy Number	Surrender or Refund Value
ACE American Insurance Company	Foreign Liability	PHFD37930659	\$2,598.00
Admiral Insurance Company	General Liability	CA 000005586-09	\$70,813.00
Affiliated FM	Property/Equipment	EM 732	\$131,180.00
AGCS Marine Insurance Company (Allianz)	Ocean Cargo	OC 96019100	\$0.00
Axis Insurance Company	2nd Excess Directors & Officers Liability	MCN762576/01/2012	\$21,040.00
Beazley Insurance Company	3rd Excess Directors & Officers Liability	V15VK8120401	\$17,700.00
Berkley Regional Insurance	Surety Bonds	N/A	\$0.00
Endurance American Specialty Insurance Company	Excess California Earthquake	CPN10003743000	\$10,000.00
Federal Insurance Company (Chubb)	Excess Liability	7976-73-69	\$28,861.00
Federal Insurance Company (Chubb)	1st Excess Directors & Officers Liability	8157-7351	\$56,736.00
Federal Insurance Company (Chubb)	Fiduciary Liability	6803-3234	\$8,658.00
Federal Insurance Company (Chubb)	Crime	8151-9737	\$10,108.00
Illinois National Insurance Company (Chartis)	Directors & Officers Liability	01-166-65-19	\$75,648.00
Lloyds of London	Media Professional Liability	B0180C121619	\$32,928.00
National Union Fire Insurance Co. of Pittsburgh (Chartis)	Umbrella Liability	13273329	\$0.00
Sentry Insurance Company	Commercial Auto	90-04547-03	\$14,000.00
Sentry Insurance Company	Workers Compensation	90-04547-02 H& & WI	\$84,677.69
Travelers Casualty and Surety Company of America	Employment Practices Liability	105673447	\$17,556.00
U.S. Specialty Ins. Co. (PIA)	Special Crime	U712-85722	\$858.00

Total: \$583,361.69

In re: Califone International, Inc.

Case No. 13-10127 (KJC)

SCHEDULE B - PERSONAL PROPERTY
Rider B.22 - Patents, Copyrights and Other Intellectual Property

Registered Trademark	Country	Application / Registration Number	Application / Registration Date	Application / Registration Status	Net Book Value
610	United States	85/354,375	06/23/2011	Registered	Undetermined
AV2	United States	85/351,692	06/21/2011	Registered	Undetermined
CALIFONE	Canada	TMA153506	06/02/1966	Registered	Undetermined
CALIFONE	United States	1186512	01/19/1982	Registered	Undetermined
CALIFONE	United States	2130349	01/20/1998	Registered	Undetermined
CALIFONE	United States	85/254,328	03/01/2011	Registered	Undetermined
CALIFONE & DESIGN	United States	582612	11/24/1953	Registered	Undetermined
DISCOVERY	United States	85/354,379	06/23/2011	Registered	Undetermined
EXPLORER	United States	85/354,386	06/23/2011	Registered	Undetermined
GOT IT!	United States	77/632,278	12/12/2008	Registered	Undetermined
HUSH BUDDY	United States	85/389,616	08/04/2011	Published	Undetermined
ODYSSEY	United States	85/354,383	06/23/2011	Pending	Undetermined

In re: Califone International, Inc.

Case No. 13-10127 (KJC)

SCHEDULE B PERSONAL PROPERTY
Rider B.28 - Office Equipment, Furnishings, And Supplies

Description	Book Value
Furniture & Equipment	\$83,265.36
Data Equipment	\$95,045.58
Accumulated Depreciation Furniture	\$-66,985.85
Accumulated Depreciation Data Equipment	\$-90,666.20
TOTAL	<u>\$20,658.89</u>

In re: Califone International, Inc.

Case No. 13-10127 (KJC)

SCHEDULE B PERSONAL PROPERTY
Rider B.29 - Machinery, Fixtures, Equipment, And Supplies Used In Business

Description	Book Value
Warehouse Equipment	\$700,000.01
Accumulated Depreciation Warehouse Equipment	\$-396,386.38
TOTAL	<u>\$303,613.63</u>

In re: Califone International, Inc.

Case No. 13-10127 (KJC)

**Schedule B - Personal Property
Rider B.30 - Inventory**

Description	Book Value
Inventory Reserve	-\$346,374.79
Stock Inventory	\$4,027,615.96
Total	<u>\$3,681,241.17</u>

In re: Califone International, Inc.

Case No. 13-10127 (KJC)

SCHEDULE B PERSONAL PROPERTY
Rider B.35 - Other Personal Property Of Any Kind Not Already Listed

Description	Book Value
Accum Amort Dev Cost	\$-190,763.72
Accumulated Depreciation Leasehold Improvements	\$-127,785.32
Capital Development	\$310,338.21
Leasehold Improvements	\$127,862.13
Prepaid Catalog - Current Year	\$94,748.56
Prepaid Other	\$25,211.33
Projects In Process	\$8,728.00
TOTAL	<u>\$248,339.19</u>

B6D (Official Form 6D) (12/07)

In re Califone International, Inc.,
Debtor

Case No. 13-10127 (KJC)
(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112. and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.	X		Borrower - Term Loan	X			\$94,660,867.39	Undetermined
BAYSIDE CAPITAL AS ADMINISTRATIVE AGENT FOR THE PRE-PETITION TERM LOAN ATTN: JACKSON CRAIG 600 FIFTH AVENUE, 24TH FLOOR NEW YORK, NY 10020			Principle Balance - \$92,054,001.06 Accrued Interest - \$2,606,866.33 VALUE \$ Undetermined					
ACCOUNT NO.	X		Borrower	X			\$43,496,000.00	Undetermined
WELLS FARGO CAPITAL FINANCE AS ADMINISTRATIVE AGENT FOR THE PRE-PETITION ABL ATTN: STEVE LINDERMAN MAC N2814-220 150 SOUTH WACKER DRIVE, SUITE 2200 CHICAGO, IL 60606-4204			ABL Balance - \$43,496,000.00 VALUE \$ Undetermined					
Subtotal ▶ (Total of this page)							\$ 138,156,867.39	\$0.00
Total ▶ (Use only on last page)							\$ 138,156,867.39 + Undetermined Amounts	\$0.00 + Undetermined Amounts

(Report also on Summary of Schedules.) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

B6E (Official Form 6E) (04/10)

In re Califone International, Inc.,
DebtorCase No. 13-10127 (KJC)
(if known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112. and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic Support Obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

B6E (Official Form 6E) (04/10) – Cont.

In re Califone International, Inc.,
Debtor

Case No. 13-10127 (KJC)
(if known)

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and Certain Other Debts Owed to Governmental Units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

Claims for Death or Personal Injury While Debtor Was Intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

B6F (Official Form 6F) (12/07)

In re Califone International, Inc.,
Debtor

Case No. 13-10127 (KJC)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112. and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data..

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. A.T. CLAYTON & CO. INC. 300 ATLANTIC STREET STAMFORD, CT 06901			Trade Payable				\$23,572.94
ACCOUNT NO. AMERICAN OFFICE PRODUCTS, INC 7900 ALABAMA AVENUE CANOGA PARK, CA 91304			Trade Payable				\$145.88
ACCOUNT NO. BIRD-IN-HAND WOODWORKS, INC. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942			Intercompany Obligation	X	X	X	Undetermined
Subtotal ▶							\$ 23,718.82
Total ▶							\$

11 continuation sheets attached

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) – Cont.

In re Califone International, Inc.,
Debtor

Case No. 13-10127 (KJC)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. BRISENO, ENRIQUE C/O: LAW OFFICE OF GORDON EDELSTEIN KREPACK GRANT FELTON & GOLDSTEIN 3580 WILSHIRE BLVD, STE 1800 LOS ANGELES, CA 90010			Workers Compensation - Claim # 51C922264	X	X	X	Undetermined
ACCOUNT NO. BUILD REHABILITATION IND., INC-2039 12432 FOOTHILL BLVD. SYLMAR, CA 91342			Trade Payable				\$6,268.80
ACCOUNT NO. C&L REFRIGERATION CORP P. O. BOX 2319 BREA, CA 92822			Trade Payable				\$868.70
ACCOUNT NO. C. BLOHM & ASSOCIATES, INC. 5999 MONONA DRIVE MONONA, WI 53716			Trade Payable				\$4,938.46
Sheet no. <u>1</u> of <u>11</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ▶ \$ 12,075.96
							Total ▶ \$
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							

B6F (Official Form 6F) (12/07) – Cont.

In re Califone International, Inc.,
Debtor

Case No. 13-10127 (KJC)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. CHILDCRAFT EDUCATION CORP. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942			Intercompany Obligation	X	X	X	Undetermined
ACCOUNT NO. CITY OF SAN FERNANDO 117 MACNEIL ST. SAN FERNANDO, CA 91340			Trade Payable				\$175.11
ACCOUNT NO. CLASSROOMDIRECT.COM, LLC ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942			Intercompany Obligation	X	X	X	Undetermined
ACCOUNT NO. COPERNICUS EDUCATIONAL PRODUCTS PMB #459 60 INDUSTRIAL PARKWAY CHEEKTOWAGA, NY 14227			Trade Payable				\$6,550.00
Sheet no. <u>2</u> of <u>11</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ▶ \$ 6,725.11
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							Total ▶ \$

B6F (Official Form 6F) (12/07) – Cont.

In re Califone International, Inc.,
Debtor

Case No. 13-10127 (KJC)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. CREATIVE CATALOG CONCEPTS LLC 2745 REBECCA LANE ORANGE CITY, FL 32763			Trade Payable				\$1,598.55
ACCOUNT NO. CROWN DISPOSAL CO., INC. P. O. BOX 1081 SUN VALLEY, CA 91352			Trade Payable				\$389.00
ACCOUNT NO. CUSTOM COFFEE PLAN P.O. BOX 79705 CITY OF INDUSTR, CA 91716-9705			Trade Payable				\$155.70
ACCOUNT NO. DAKLIN ELECTRONICS CO., LTD.- 1026 UNIT D, 1/F., VALIANT IND. CENTRE 2-12 AU PUI WAN ST. FO TAN, SHATIN, HONG KONG			Trade Payable				\$240,801.00
Subtotal ▶							\$ 242,944.25
Total ▶							\$

Sheet no. 3 of 11 continuation sheets
attached to Schedule of Creditors Holding
Unsecured Nonpriority Claims

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) – Cont.

In re Califone International, Inc.,
Debtor

Case No. 13-10127 (KJC)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. DELTA EDUCATION, LLC ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942			Intercompany Obligation	X	X	X	Undetermined
ACCOUNT NO. EASYLINK SERVICES PO BOX 116411 ATLANTA, GA 30368-6411			Trade Payable				\$63.23
ACCOUNT NO. FEDERAL EXPRESS P. O. BOX 7221 PASADENA, CA 91109-7321			Trade Payable				\$803.72
ACCOUNT NO. FREY SCIENTIFIC, INC. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942			Intercompany Obligation	X	X	X	Undetermined
ACCOUNT NO. GALLEGOS, DAVID 855 S CITRUS AVE AZUSA, CA 91702			Workers Compensation - Claim # 55C042289	X	X	X	Undetermined
Sheet no. <u>4</u> of <u>11</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ▶ \$ 866.95
							Total ▶ \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) – Cont.

In re Califone International, Inc.,
Debtor

Case No. 13-10127 (KJC)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. GOLD CROWN ELECTRONICS, INC. 129 EAST SAVARONA WAY CARSON, CA 90746			Trade Payable				\$875.00
ACCOUNT NO. HOPE PLASTICS COMPANY, INC. 5353 STROHM AVENUE NORTH HOLLYWOOD, CA 91601			Trade Payable				\$12,023.20
ACCOUNT NO. IMPERIAL PAPER 5733 CAHUENGA BLVD. NORTH HOLLYWOOD, CA 91601- 2107			Trade Payable				\$4,800.00
ACCOUNT NO. INTEGRATED BUSINESS TECHNOLOGIES INC 3596 LINDEN AVE. SUITE B3 WHITE BEAR LAKE, MN 55110			Trade Payable				\$656.25
Subtotal ▶							\$ 18,354.45
Total ▶							\$

Sheet no. 5 of 11 continuation sheets
attached to Schedule of Creditors Holding
Unsecured Nonpriority Claims

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) – Cont.

In re Califone International, Inc.,
Debtor

Case No. 13-10127 (KJC)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. JOHNSON LIFT/HYSTER P.O. BOX 748193 LOS ANGELES, CA 90074-8193			Trade Payable				\$276.67
ACCOUNT NO. JUSTMAN PACKAGING & DISPLAY-1947 5819 TELEGRAPH RD CITY OF COMMERC, CA 90040			Trade Payable				\$1,689.60
ACCOUNT NO. KIMBERLY, RITTER C/O: WAYNE BLACK 3201 PICO BOULEVARD SANTA MONICA, CA 90405			Workers Compensation - Claim # 51C853794	X	X	X	Undetermined
ACCOUNT NO. KIMBERLY, RITTER C/O: WAYNE BLACK 3201 PICO BOULEVARD SANTA MONICA, CA 90405			Workers Compensation - Claim # 51C768550	X	X	X	Undetermined
ACCOUNT NO. LANDSBERG PO BOX 101144 PASADENA, CA 91189-1144			Trade Payable				\$1,978.15
Subtotal ▶							\$ 3,944.42
Total ▶							\$

Sheet no. 6 of 11 continuation sheets
attached to Schedule of Creditors Holding
Unsecured Nonpriority Claims

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) – Cont.

In re Califone International, Inc.,
Debtor

Case No. 13-10127 (KJC)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. LIDBETTER SOLUTIONS 34 GORE ST. W., PERTH ONTARIO, K7H 2M1 CANADA			Trade Payable				\$2,775.51
ACCOUNT NO. MORNING SOUND INDUSTRIES- 5668 423 BAI TAU ROAD-CHINE CHEN DISTRICT P.O. BOX 1605 KAOHSIUNG KAOHSIUNG, R.O.C. TAIWAN, PROVINCE OF CHINA			Trade Payable				\$683,509.52
ACCOUNT NO. PETER BRADY & ASSOCIATES 24 BOYNTON ROAD MEDFORD, MA 02155			Trade Payable				\$39.71
ACCOUNT NO. PREMIER AGENDAS, INC. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942			Intercompany Obligation	X	X	X	Undetermined
Subtotal ▶							\$ 686,324.74
Total ▶							\$

Sheet no. 7 of 11 continuation sheets
attached to Schedule of Creditors Holding
Unsecured Nonpriority Claims

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) – Cont.

In re Califone International, Inc.,
Debtor

Case No. 13-10127 (KJC)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. PRIORITY MAILING SYSTEM LLC 1843 WESTERN WAY TORRANCE, CA 90501			Trade Payable				\$185.22
ACCOUNT NO. PROFESSIONAL MICRO COMPUTER SERVICE 2525 HONOLULU AVENUE MONTROSE, CA 91020			Trade Payable				\$459.75
ACCOUNT NO. R&V ROSALES PALLETS CO. PO BOX 330826 PACOIMA, CA 91333			Trade Payable				\$1,100.00
ACCOUNT NO. ROADIE PRODUCTS INCORPORATED 13462 S. WESTERN AVENUE GARDENA, CA 90249			Trade Payable				\$1,213.50
ACCOUNT NO. ROCK'N MOTION IMAGE DESIGN 5530 CORBIN AVE, STE 140 TARZANA, CA 91356			Trade Payable				\$12,140.00
Sheet no. <u>8</u> of <u>11</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ▶ \$ 15,098.47
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							Total ▶ \$

B6F (Official Form 6F) (12/07) – Cont.

In re Califone International, Inc.,
Debtor

Case No. 13-10127 (KJC)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.			Intercompany Obligation				Undetermined
SAX ARTS & CRAFTS, INC. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942				X	X	X	
ACCOUNT NO.			Intercompany Obligation				Undetermined
SCHOOL SPECIALTY, INC. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942				X	X	X	
ACCOUNT NO.			Intercompany Obligation				Undetermined
SELECT AGENDAS, CORP. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942				X	X	X	
ACCOUNT NO.			Trade Payable				\$2,630.00
SENERCHIA TRUCKING P.O. BOX 8494 NORTHRIDGE, CA 91327							
ACCOUNT NO.			Trade Payable				\$1,078.95
SOUTHERN CALIFORNIA EDISON CO P. O. BOX 300 ROSEMEAD, CA 91772-0001							
						Subtotal ▶	\$ 3,708.95
						Total ▶	\$

Sheet no. 9 of 11 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) – Cont.

In re Califone International, Inc.,
Debtor

Case No. 13-10127 (KJC)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. SPARKLETT'S DS WATERS OF AMERICA, LP P. O. BOX 660579 DALLAS, TX 75266-0579			Trade Payable				\$51.47
ACCOUNT NO. SPORTIME, LLC ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942			Intercompany Obligation	X	X	X	Undetermined
ACCOUNT NO. SPS COMMERCE, INC. VB BOX 3 PO BOX 9202 MINNEAPOLIS, MN 55480-9202			Trade Payable				\$1,874.19
ACCOUNT NO. THE GAS COMPANY P.O. BOX C MONTEREY PARK, CA 91756			Trade Payable				\$2,714.19
ACCOUNT NO. ULINE 2200 S. LAKESIDE DRIVE WAUKEGAN, IL 60085			Trade Payable				\$900.00
						Subtotal ▶	\$ 5,539.85
						Total ▶	\$

Sheet no. 10 of 11 continuation sheets
attached to Schedule of Creditors Holding
Unsecured Nonpriority Claims

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) – Cont.

In re Califone International, Inc.,
Debtor

Case No. 13-10127 (KJC)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. UNDERWRITERS LABORATORIES, INC. PO BOX 75330 CHICAGO, IL 60675-5330			Trade Payable				\$1,991.63
ACCOUNT NO. WESTERN CASE INCORPORATED 14351 CHAMBERS ROAD TUSTIN, CA 92780			Trade Payable				\$21,158.80
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
Sheet no. <u>11</u> of <u>11</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ▶ \$ 23,150.43
							Total ▶ \$ 1,042,452.40 + Undetermined Amounts

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

B6G (Official Form 6G) (12/07)

In re Califone International, Inc.,
 Debtor

Case No. 13-10127 (KJC)
 (if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112. and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

<p>NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.</p>	<p>DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.</p>
<p>See attached rider</p>	

In re: Califone International, Inc.

Case No. 13-10127 (KJC)

Schedule G – Executory Contracts and Unexpired Leases Rider

Name and Mailing Address of Other Parties	Description of Contract or Lease
A&S CASE CO. 5260 VINELAND AVE NORTH HOLLYWOOD, CA 91601	Purchase Order(s): 109309
ALLIED TRADE GROUP 11410 NE 122ND WAY SUITE 200 KIRKLAND, WA 98034	Customer Agreement: Online Distribution Agreement
ALLIED TRADE GROUP, INC 11410 N.E. 122ND WAY SUITE 200 KIRKLAND, WA 98034	Customer Agreement: New Supplier Questionnaire
AMEI BROTHERS(HK) LIMITED DIFENG GROUP,NO 15, XIHU INDUST AREA XIKENG VILLAGE, HENGGANG TOWN SHENZHEN CITY, CHINA	Purchase Order(s): 109269
BAYSIDE CREDIT 3400 CENTRAL AVENUE SUITE 335 RIVERSIDE, CA 92506	Finance Agreement: Certificate of Secretary
BOSCH SECURITY SYSTEMS, INC. 130 PERINTON PARKWAY FAIRPORT, NY 14450	Trademark or IP Agreement: Intellectual Property inventory list
BOSCH SECURITY SYSTEMS, INC. 130 PERINTON PARKWAY FAIRPORT, NY 14450	Trademark or IP Agreement: Inventory of items and equipment
BOSCH SECURITY SYSTEMS, INC. 130 PERINTON PARKWAY FAIRPORT, NY 14450	Trademark or IP Agreement: Purchase and Sale of Assets and Inventory/Bill of Sale
BRODART COMPANY, SUPPLIES & FURNISHINGS 100 NORTH ROAD P.O. BOX 300 MCELHATTAN, PA 17748	Confidentiality Agreement:
C. BLOHM & ASSOCIATES, INC. 5999 MONONA DR MONONA, WI 53716	Professional Service Contract: PR Plan & Contract Renewal
CALLOWAY HOUSE, INC. 451 RICHARDSON DR. LANCASTER, PA 17603	Customer Agreement: Terms & Conditions for 2013
CATALOG SOLUTIONS 86 SPRING VISTA DRIVE DEBARY, FL 32713	Professional Service Contract: Catalog Page Space Contract
CONTANT CONTACT, INC. 1601 TRAPELO ROAD SUITE 329 WALTHAM, MA 02451	Professional Service Contract: Invoice
COPERNICUS EDUCATIONAL PRODUCTS PMB #459 60 INDUSTRIAL PARKWAY CHEEKTOWAGA, NY 14227	Purchase Order(s): 109313
CREATIVE CATALOG CONCEPTS 2745 REBECCA LANE ORANGE CITY, FL 32763	Professional Service Contract: Catalog Page Space Contract
CREATIVE CATALOG CONCEPTS	Professional Service Contract: Catalog Page Space Contract

In re: Califone International, Inc.

Case No. 13-10127 (KJC)

Name and Mailing Address of Other Parties	Description of Contract or Lease
2745 REBECCA LANE ORANGE CITY, FL 32763	
CREATIVE CATALOG CONCEPTS 2745 REBECCA LANE ORANGE CITY, FL 32763	Professional Service Contract: Catalog Page Space Contract
CREATIVE CATALOG CONCEPTS 2745 REBECCA LANE ORANGE CITY, FL 32763	Professional Service Contract: Catalog Page Space Contract
CYBER1 Ltd 4/F TONGFUYU INDUSTRIAL PARK GANGTOU VILLAGE, BANTIAN SHENZHEN, CHINA	Purchase Order(s): 109273
DAKLIN ELECTRONICS CO., LTD.-1026 UNIT D, 1/F., VALIANT IND. CENTRE 2-12 AU PUI WAN ST. FO TAN SHATIN, HONG KONG	Purchase Order(s): 109190, 109214, 109230, 109238, 109252, 109263, 109287, 109294, 109298
DAVIS, TERRY 1145 ARROYO AVENUE SAN FERNANDO, CA 91340	Employee Benefit Plans: Commission Plan
DEMCO INC. 4810 FOREST RUN ROAD MADISON, WI 53704	Professional Service Contract: Supplier Support
Dongguan Aoxing AV Equipment co. LTD NO. 2 TIANSHA RD., TANGXIA TOWN DONGGUAN CITY, CHINA	Purchase Order(s): 109257
DRAKE EDUCATIONAL ASSOCIATES LTD ST. FAGANS ROAD CARDIFF FAIRWATER, CF5 AUSTRALIA	Customer Agreement: Distributorship Agreement
EASTERN TIMES TECHNOLOGY CO., LTD. BLDG. 5, PENGHUA INDUSTRY PARK HEPING WEST RD., LONGHUA TOWN SHENZHEN, CHINA	Purchase Order(s): 109296
ENVIRONMENTS, INC. PO BOX 1348 BEAUFORT, SC 29901-1348	Customer Agreement: Item List
EXCELLIGENCE 2 LOWER RAGSDALE #125 MONTEREY, CA 93940	Vendor Agreement: Vendor Record
FULL COMPASS 9770 SILICON PRAIRIE PARKWAY MADISON, WI 53593	Customer Agreement: New Vendor Information
HASLER/PRIORITY MAILING SYSTEMS, INC. 3130-D INLAND EMPIRE BLVD ONTARIO, CA 91764	Lease: Equipment: Postage Meter Lease
HC SAFETY MFG. CO., LTD NO. 5, ALLEY 9, LANE 48, SAN CHUN ST SHU LIN CITY TAIPEI HSIEN, TAIWAN, PROVINCE OF CHINA	Purchase Order(s): 109229, 109262, 109285

In re: Califone International, Inc.

Case No. 13-10127 (KJC)

Name and Mailing Address of Other Parties	Description of Contract or Lease
HIGH HIT ENTERPRISE CO., LTD - 9994 6F-3, NO.29-1, LANE 169 KANG-NING ST. SHI-CHIH CITY, ROC 221 TAIWAN, PROVINCE OF CHINA	Purchase Order(s): 109275
HOPE PLASTICS COMPANY, INC. 5353 STROHM AVENUE NORTH HOLLYWOOD, CA 91601	Purchase Order(s): 109303
INFOCOMME13 11242 WAPLES MILL ROAD SUITE 200 FAIRFAX, VA 22030	Vendor Agreement: Exhibit Space Application
INTEGRATED BUSINESS TECHNOLOGIES, INC. 3596 LINDEN AVE SUITE B3 SAINT PAUL, MN 55110	Professional Service Contract: Invoice
INTEGRATED BUSINESS TECHNOLOGIES, INC. 3597 LINDEN AVE SUITE B3 SAINT PAUL, MN 55110	Professional Service Contract: Invoice
ISTE EXHIBIT MANAGEMENT 180 W. 8TH STREET SUITE 300 EUGENE, OR 97401-2916	Vendor Agreement: Application/Contract Receipt
K & L SYSTEMS 7751 ALABAMA AVENUE #2 CANOGA PARK, CA 91304	Purchase Order(s): 109207, 109279
LANDSBERG PO BOX 101144 PASADENA, CA 91189-1144	Purchase Order(s): 109314
MORNING SOUND INDUSTRIES- 5668 423 BAI TAU ROAD-CHINE CHEN DISTRICT P.O. BOX 1605 KAOHSIUNG, TAIWAN, PROVINCE OF CHINA	Purchase Order(s): 109237, 109249, 109250, 109251, 109254, 109255, 109259, 109264, 109265, 109266, 109267, 109268, 109274, 109277, 109278, 109290, 109291, 109292, 109293, 109295, 109299, 109307, 109312, 109315
MORSE, MIKE 1145 ARROYO AVENUE SAN FERNANDO, CA 91340	Employee Benefit Plans: Commission Plan
NATIONAL BUSINESS FURNITURE 735 NORTH WATER STREET P.O. BOX 514052 MILWAUKEE, WI 53203	Customer Agreement: Pricing Agreement
NATIONAL SCHOOL PRODUCTS 1523 OLD NILES FERRY RD. MARYVILLE, TN 37803	Customer Agreement: Price List & Availability
NINGBO JOIN ELECTRONICS CO., LTD. SUITE 6D02, NO.2 BUSINESS HALL, NO. 181 HUIZHAN ROAD JIANGDONG NINGBO, 315040 CHINA	Purchase Order(s): 109258, 109272
NINGBO PROMIC TECHNOLOGY CO., LTD 9F, NO. 4, LANE 163,HSIN YI RD., PANCHIAO CITY, TAIPEI HSIEN	Purchase Order(s): 109253, 109289

In re: Califone International, Inc.

Case No. 13-10127 (KJC)

Name and Mailing Address of Other Parties	Description of Contract or Lease
TAIPEI, TAIWAN, PROVINCE OF CHINA	
NURIBOM CO., LTD - 100905 1016,WRLD MERIDN VENTURE CTR 2 426-5 GASAN-DONG, GEUMCHEON- GU SEOUL, 153-759 KOREA, REPUBLIC OF	Purchase Order(s): 109286
PALOS SPORTS 11711 S. AUSTIN AVENUE ALSIP, IL 60803	Customer Agreement: Price List & Availability
QUIDSI, INC. 10 EXCHANGE PLACE 25TH FLOOR JERSEY CITY, NJ 07302	Customer Agreement: Vendor Terms and Conditions
ROADIE PRODUCTS INCORPORATED 13462 S. WESTERN AVENUE GARDENA, CA 90249	Purchase Order(s): 109276
SCHOLARS CHOICE 2323 TRAFALGAR ST. BOX 7214 LONDON, ON N5Y 5S7 CANADA	Customer Agreement: Supplier Information Card
SCHOLASTIC CANADA, LTD 175 HILLMOUNT ROAD MARKHAM, ON L6C 1Z7 CANADA	Customer Agreement: Price List
SCHOOL OUTFITTERS 3736 REGENT AVE. CINCINNATI, OH 45212-3724	Vendor Agreement: Vender Information Profile
SCHOOL'S IN, LLC DBA SCHOOLSIN PO BOX 62026 CINCINNATI, OH 45262-0026	Customer Agreement: 2013 Manufacturer Contract
SHENZHEN VICTORY ELECTRONICS CO.Ltd. NO. 5 BUILDING.XUFA SCIENCE/TECH PRK HESHUIKOU VILLAGE,GONGMING TOWN GUANMING NEW DI, CHINA	Purchase Order(s): 109228
SOUTH OCEAN TECHNOLOGY CO., LTD. RM 05 5/F BLOCK E WAH LOK INDUSTRIAL CENTRE 31-35 SHAN MEI ST. N.T. HONG KONG, CHINA	Purchase Order(s): 109131, 109217, 109241, 109260, 109288
STARLIGHT VIDEO LTD. 5/F., SHING DAO INDUSTRIAL BUILDING 232 ABERDEEN MAIN ROAD HONG KONG, CHINA	Purchase Order(s): 109271
STONE, CHASE ADDRESS ON FILE	Employment Agreement: Commission Plan
SUPREME LEARNING 310 HENDERSON DRIVE REGINA, SK S4N 5W7 CANADA	Customer Agreement: New Product Submission
TCEA PO BOX 141759 AUSTIN, TX 78714-1759	Vendor Agreement: Exhibit Space Rental Agreement
TEACHER DIRECT 1200-B ROBERTS INDUSTRIAL DR.	Vendor Agreement: Vender Information Form

In re: Califone International, Inc.

Case No. 13-10127 (KJC)

Name and Mailing Address of Other Parties	Description of Contract or Lease
BIRMINGHAM, AL 35208	
TELEX 12000 PORTLAND AVE BURNSVILLE, WI 55337-1522	Trademark or IP Agreement: News Release
TOLEDO PHYSICAL EDUCATION SUPPLY 5101 ADVANTAGE DR TOLEDO, OH 43612	Customer Agreement: Price List & Availability
TROXELL 4830 S 38TH ST PHOENIX, AZ 85040	Purchase Contract / Purchase Order: 2013 Marketing Budget
UNIVERSAL PROMOTIONS, INC. 3561 VALLEY DRIVE PITTSBURGH, PA 15234	Customer Agreement: Catalog Agreement Specifications
WELLS FARGO CAPITAL FINANCE, LLC 111 S WACKER DRIVE FLOOR 30 CHICAGO, IL 60606	Finance Agreement: deposit account control agreement
WESTERN CASE INCORPORATED 14351 CHAMBERS ROAD TUSTIN, CA 92780	Purchase Order(s): 109306
WORTHINGTON DIRECT PO BOX 140038 6301 GASTON AVE SUITE 607 DALLAS, TX 75214	Customer Agreement: Pricing Confirmation

B6H (Official Form 6H) (12/07)

In re Califone International, Inc.,
 Debtor

Case No. 13-10127 (KJC)
 (if known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
See Attached Rider	

In re: Califone International, Inc.

Case No. 13-10127 (KJC)

Schedule H - Co-Debtor Rider

Name and Address of Co-Debtor	Name and Address of Creditor
BIRD-IN-HAND WOODWORKS, INC. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	BAYSIDE CAPITAL AS ADMINISTRATIVE AGENT FOR THE PRE-PETITION TERM LOAN ATTN: JACKSON CRAIG 600 FIFTH AVENUE, 24TH FLOOR NEW YORK, NY 10020 UNITED STATES
BIRD-IN-HAND WOODWORKS, INC. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	WELLS FARGO CAPITAL FINANCE AS ADMINISTRATIVE AGENT FOR THE PRE-PETITON ABL ATTN: STEVE LINDERMAN MAC N2814-220 150 SOUTH WACKER DRIVE, SUITE 2200 CHICAGO, IL 60606-4204 UNITED STATES
SELECT AGENDAS, CORP. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	BAYSIDE CAPITAL AS ADMINISTRATIVE AGENT FOR THE PRE-PETITION TERM LOAN ATTN: JACKSON CRAIG 600 FIFTH AVENUE, 24TH FLOOR NEW YORK, NY 10020 UNITED STATES
SELECT AGENDAS, CORP. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	WELLS FARGO CAPITAL FINANCE AS ADMINISTRATIVE AGENT FOR THE PRE-PETITON ABL ATTN: STEVE LINDERMAN MAC N2814-220 150 SOUTH WACKER DRIVE, SUITE 2200 CHICAGO, IL 60606-4204 UNITED STATES
CHILDCRAFT EDUCATION CORP. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	BAYSIDE CAPITAL AS ADMINISTRATIVE AGENT FOR THE PRE-PETITION TERM LOAN ATTN: JACKSON CRAIG 600 FIFTH AVENUE, 24TH FLOOR NEW YORK, NY 10020 UNITED STATES
CHILDCRAFT EDUCATION CORP. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	WELLS FARGO CAPITAL FINANCE AS ADMINISTRATIVE AGENT FOR THE PRE-PETITON ABL ATTN: STEVE LINDERMAN MAC N2814-220 150 SOUTH WACKER DRIVE, SUITE 2200 CHICAGO, IL 60606-4204 UNITED STATES
CLASSROOMDIRECT.COM, LLC ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	BAYSIDE CAPITAL AS ADMINISTRATIVE AGENT FOR THE PRE-PETITION TERM LOAN ATTN: JACKSON CRAIG 600 FIFTH AVENUE, 24TH FLOOR NEW YORK, NY 10020 UNITED STATES
CLASSROOMDIRECT.COM, LLC ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	WELLS FARGO CAPITAL FINANCE AS ADMINISTRATIVE AGENT FOR THE PRE-PETITON ABL ATTN: STEVE LINDERMAN MAC N2814-220 150 SOUTH WACKER DRIVE, SUITE 2200 CHICAGO, IL 60606-4204 UNITED STATES

In re: Califone International, Inc.

Case No. 13-10127 (KJC)

Schedule H - Co-Debtor Rider

Name and Address of Co-Debtor	Name and Address of Creditor
DELTA EDUCATION, LLC ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	BAYSIDE CAPITAL AS ADMINISTRATIVE AGENT FOR THE PRE-PETITION TERM LOAN ATTN: JACKSON CRAIG 600 FIFTH AVENUE, 24TH FLOOR NEW YORK, NY 10020 UNITED STATES
DELTA EDUCATION, LLC ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	WELLS FARGO CAPITAL FINANCE AS ADMINISTRATIVE AGENT FOR THE PRE-PETITION ABL ATTN: STEVE LINDERMAN MAC N2814-220 150 SOUTH WACKER DRIVE, SUITE 2200 CHICAGO, IL 60606-4204 UNITED STATES
FREY SCIENTIFIC, INC. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	BAYSIDE CAPITAL AS ADMINISTRATIVE AGENT FOR THE PRE-PETITION TERM LOAN ATTN: JACKSON CRAIG 600 FIFTH AVENUE, 24TH FLOOR NEW YORK, NY 10020 UNITED STATES
FREY SCIENTIFIC, INC. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	WELLS FARGO CAPITAL FINANCE AS ADMINISTRATIVE AGENT FOR THE PRE-PETITION ABL ATTN: STEVE LINDERMAN MAC N2814-220 150 SOUTH WACKER DRIVE, SUITE 2200 CHICAGO, IL 60606-4204 UNITED STATES
PREMIER AGENDAS, INC. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	BAYSIDE CAPITAL AS ADMINISTRATIVE AGENT FOR THE PRE-PETITION TERM LOAN ATTN: JACKSON CRAIG 600 FIFTH AVENUE, 24TH FLOOR NEW YORK, NY 10020 UNITED STATES
PREMIER AGENDAS, INC. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	WELLS FARGO CAPITAL FINANCE AS ADMINISTRATIVE AGENT FOR THE PRE-PETITION ABL ATTN: STEVE LINDERMAN MAC N2814-220 150 SOUTH WACKER DRIVE, SUITE 2200 CHICAGO, IL 60606-4204 UNITED STATES
SAX ARTS & CRAFTS, INC. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	BAYSIDE CAPITAL AS ADMINISTRATIVE AGENT FOR THE PRE-PETITION TERM LOAN ATTN: JACKSON CRAIG 600 FIFTH AVENUE, 24TH FLOOR NEW YORK, NY 10020 UNITED STATES
SAX ARTS & CRAFTS, INC. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	WELLS FARGO CAPITAL FINANCE AS ADMINISTRATIVE AGENT FOR THE PRE-PETITION ABL ATTN: STEVE LINDERMAN MAC N2814-220 150 SOUTH WACKER DRIVE, SUITE 2200 CHICAGO, IL 60606-4204 UNITED STATES

In re: Califone International, Inc.

Case No. 13-10127 (KJC)

Schedule H - Co-Debtor Rider

Name and Address of Co-Debtor	Name and Address of Creditor
SCHOOL SPECIALTY, INC. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	BAYSIDE CAPITAL AS ADMINISTRATIVE AGENT FOR THE PRE-PETITION TERM LOAN ATTN: JACKSON CRAIG 600 FIFTH AVENUE, 24TH FLOOR NEW YORK, NY 10020 UNITED STATES
SCHOOL SPECIALTY, INC. ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	WELLS FARGO CAPITAL FINANCE AS ADMINISTRATIVE AGENT FOR THE PRE-PETITION ABL ATTN: STEVE LINDERMAN MAC N2814-220 150 SOUTH WACKER DRIVE, SUITE 2200 CHICAGO, IL 60606-4204 UNITED STATES
SPORTIME, LLC ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	BAYSIDE CAPITAL AS ADMINISTRATIVE AGENT FOR THE PRE-PETITION TERM LOAN ATTN: JACKSON CRAIG 600 FIFTH AVENUE, 24TH FLOOR NEW YORK, NY 10020 UNITED STATES
SPORTIME, LLC ATTN: KEVIN BAEHLER W6316 DESIGN DR. GREENVILLE, WI 54942 UNITED STATES	WELLS FARGO CAPITAL FINANCE AS ADMINISTRATIVE AGENT FOR THE PRE-PETITION ABL ATTN: STEVE LINDERMAN MAC N2814-220 150 SOUTH WACKER DRIVE, SUITE 2200 CHICAGO, IL 60606-4204 UNITED STATES

In re : Califone International, Inc.

Case No. 13-10127 (KJC)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature: _____
Debtor

Date _____

Signature: _____
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any,
of Bankruptcy Petition Preparer

Social Security No.
(Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X _____
Signature of Bankruptcy Petition Preparer

_____ Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document, unless the bankruptcy petition preparer is not an individual:

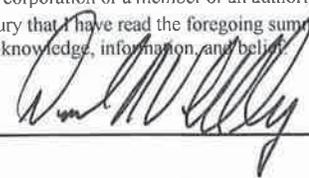
If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both, 11 U.S.C. § 110; 18 U.S.C. § 156.

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Vice President & Treasurer [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the Corporation [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets (Total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date 2/26/2013

Signature:  _____

David N. Vander Ploeg - Vice President & Treasurer
[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both, 18 U.S.C. §§ 152 and 3571.