

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

In re:)	
)	Chapter 11
)	
Wordsworth Academy, <i>et al.</i> , ¹)	Case No. 17-14463(AMC)
)	
Debtors.)	Jointly Administered
)	

**NOTICE OF NON-VOTING STATUS UNDER THE
JOINT CHAPTER 11 PLAN**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On June 30, 2017 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

2. On November 9, 2017, the United States Bankruptcy Court for the Eastern District of Pennsylvania (the “Bankruptcy Court”) entered an Order Approving (I) the Disclosure Statement; (II) Procedures for the Solicitation and Tabulation of Votes to Accept or Reject the Plan; and (III) Related Notice and Objection Procedures (Docket No. 410, the “Approval Order”).

3. Among other things, the Approval Order: (a) approved the Disclosure Statement with Respect to the Joint Chapter 11 Plan Dated as of November 8, 2017 (Docket No. 408, the “Disclosure Statement”); (b) established certain procedures (collectively, the “Solicitation Procedures”) for the solicitation and tabulation of votes to accept or reject the Joint Chapter 11 Plan Dated as of November 8, 2017 (Docket No. 409, the “Plan”); (c) approved the contents of

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: Wordsworth Academy (9031); Wordsworth CUA 5, LLC (0983); and Wordsworth CUA 10, LLC (5980).

the proposed solicitation packages to be distributed to the Debtors' stakeholders who are entitled to vote to accept or reject the Plan (collectively, the "Solicitation Packages"); (d) approved the forms of notice to be sent to certain stakeholders who are not entitled to vote to accept or reject the Plan, and (e) approved other notice and objection procedures in connection with the hearing to confirm the Plan (the "Confirmation Hearing").

4. Pursuant to Rule 3017(d) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and the Approval Order, the Debtors: (a) are required to provide Solicitation Packages to all creditors entitled to vote to accept or reject the Plan; and (b) are not required to provide Solicitation Packages to holders of claims or interests in classes under the Plan that are conclusively presumed to either accept or reject the Plan (collectively, the "Non-Voting Classes").

5. The Non-Voting Class, and its proposed treatment under the Plan, is set forth immediately below:

Class 1: Allowed Priority Claims are not impaired under the Plan and will be satisfied in full. Holders of claims in Class 1 are conclusively presumed to have accepted the Plan and are not entitled to vote to accept or reject the Plan on account of such claims.

6. **YOU HAVE BEEN IDENTIFIED AS THE HOLDER OF A CLAIM OR INTEREST IN A NON-VOTING CLASS UNDER THE PLAN AND THEREFORE ARE NOT ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN ON ACCOUNT OF SUCH CLAIM OR INTEREST.** Accordingly, pursuant to the Approval Order, you are receiving this Notice in lieu of a Solicitation Package containing, among other things, copies of the Disclosure Statement and the Plan. Copies of the Disclosure Statement and the Plan

(excluding any publicly-filed exhibits and appendices thereto) are also available upon a written request made to the Debtors at Donlin Recano & Company, Inc., Re: Wordsworth, Attn: Voting Department, PO Box 192016 Blythebourne Station, Brooklyn, NY 11219.

7. If you wish to challenge the Debtors' classification of your Claim, you must file a motion, pursuant to Bankruptcy Rule 3018(a) (a "Rule 3018 Motion"), for an order temporarily allowing your Claim in a different classification or amount for purposes of voting to accept or reject the Plan and serve such motion on the Debtors **so that it is received by December 8, 2017**. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018 Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing on or prior to **December 12, 2017**, or as soon as reasonably practical thereafter, provided reasonable efforts were made to obtain a hearing date on or prior to December 12, 2017. Rule 3018 Motions that are not timely filed and served in the manner as set forth above will not be considered.

8. The Confirmation Hearing will be held at the United States Bankruptcy Court for the Eastern District of Pennsylvania, Robert N.C. Nix, Sr. Federal Courthouse, Courtroom 5, 900 Market Street, Philadelphia, PA 19107 on **December 18, 2017, at 9:30 a.m., prevailing Eastern time**. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

9. Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection; and (d) be filed with

the Bankruptcy Court at the address set forth in the preceding paragraph and served on the following parties by no later than **5:00 p.m., prevailing Eastern time, on December 12, 2017:**

- counsel for the Debtors, Dilworth Paxson LLP, 1500 Market Street, Suite 3500E, Philadelphia, PA 19102 (Attn: Lawrence McMichael);
- the Office of The United States Trustee, Eastern District of Pennsylvania, 833 Chestnut Street, Suite 500, Philadelphia, Pennsylvania 19107 (Attn: Kevin Callahan); and
- counsel to the Official Committee of Unsecured Creditors, Cullin and Dykman LLP, One Riverfront Plaza, Newark, NJ 07102 (Attn: S. Jason Teele).

Dated: November 9, 2017

BY ORDER OF THE COURT

/s/ Anne M. Aaronson

DILWORTH PAXSON LLP

Lawrence G. McMichael

Peter C. Hughes

Anne M. Aaronson

1500 Market St., Suite 3500E

Philadelphia, PA 19102

Telephone: (215) 575-7000

Facsimile: (215) 575-7200

Counsel for the Debtors and Debtors in Possession