

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

In re:	:	Chapter 11
	:	
Wordsworth Academy,	:	Case No. 17- <u>14463</u> (AMC)
Debtor.	:	(Joint Administration Requested)
In re:	:	Chapter 11
	:	
Wordsworth CUA 5 LLC,	:	Case No. 17- <u>14466</u> (AMC)
Debtor.	:	(Joint Administration Requested)
In re:	:	Chapter 11
	:	
Wordsworth CUA 10 LLC,	:	Case No. 17- <u>14467</u> (AMC)
Debtor.	:	(Joint Administration Requested)

**AMENDED
DECLARATION OF ROLAND TOMFORDE IN SUPPORT OF APPLICATION FOR
AN ORDER APPOINTING DONLIN, RECANO & COMPANY, INC. AS CLAIMS AND
NOTICING AGENT FOR THE DEBTORS, *NUNC PRO TUNC* TO THE PETITION
DATE, PURSUANT TO 28 U.S.C. § 156(c)**

Roland Tomforde hereby declares, under penalty of perjury, as follows:

1. I am the Chief Operating Officer of Donlin, Recano & Company, Inc., a chapter 11 claims administrative services firm, whose offices are located at 6201 15th Avenue, Brooklyn, New York 11219.

2. I submit this declaration in support of the application (the "Application")¹ for an order appointing Donlin, Recano & Company, Inc. as claims and noticing agent ("Donlin Recano") for the Debtors pursuant to 28 U.S.C. § 156(c). Except as otherwise noted, I have personal knowledge of the facts contained in this declaration.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

3. As custodian of the court's records pursuant to 28 U.S.C. § 156(c), Donlin Recano will perform, at the request of the Office of the Clerk of the Court (the "Clerk"), the noticing and claims related services specified in the Application and the Engagement Agreement. In addition, at the Debtors' request, Donlin Recano will perform such other noticing, claims, administrative, technical, and support services specified in the Application and the Engagement Agreement.

4. Donlin Recano is one of the country's leading chapter 11 administrators, with experience in noticing, claims administration, and facilitating other administrative aspects of chapter 11 cases. Donlin Recano has provided identical or substantially similar services in other chapter 11 cases, including, among others: *See In re Bostwick Laboratories, Inc., et al.*, Case No. 17-10570 (BLS) (Bankr. D. Del. 2017); *The Wet Seal, LLC*, Case No. 17-10229 (CSS) (Bankr. D. Del. 2017); *In re Limited Stores Company, LLC*, Case No. 17-10124 (KJC) (Bankr. D. Del. 2017); *In re: Emerald Oil, Inc., et al.*, Case No. 16-10704 (KG) (Bankr. D. Del. 2016); *In re: Roadhouse Holding Inc., et al.*, Case No. 16-11819 (BLS) (Bankr. D. Del. 2016); *In re: Solutions Liquidation LLC, et al.*, Case No. 16-10627 (CSS) (Bankr. D. Del. 2016); *In re: Newbury Common Associates, LLC, et al.*, Case No. 15-12507 (LSS) (Bankr. D. Del. 2015); *In re: Boomerang Tube, LLC, et al.*, Case No. 15-11247 (MFW) (Bankr. D. Del. 2015); *In re: The Wet Seal, Inc., et al.*, Case No. 15-10081 (CSS) (Bankr. D. Del. 2015); *In re: Longview Power, LLC, et al.*, Case No. 13-12211 (BLS) (Bankr. D. Del. 2013); *In re: Rural/Metro Corporation et al.*, Case No. 13-11952 (KJC) (Bankr. D. Del. 2013); *In re: Handy Hardware Wholesale, Inc.*, Case No. 13-10060 (MFW) (Bankr. D. Del. 2013); *In re: Prommis Holdings, LLC., et al.*, Case No. 13-10551 (BLS) (Bankr. D. Del. 2013).

5. Pursuant to the Debtors' request, Donlin Recano has agreed to serve as Claims and Noticing Agent on and after the Petition Date with assurances that the Debtors would seek approval of its employment and retention, effective *nunc pro tunc* to the Petition Date, so that Donlin Recano may be compensated for its pre-application services. Donlin Recano has provided and continues to provide valuable services to the Debtors' estates in the interim period.

6. I represent, among other things, that:

(a) Donlin Recano neither holds nor represents any interest materially adverse to the Debtors' estates in connection with any matters for which Donlin Recano will be employed;

(b) I am not related or connected to and, to the best of my knowledge, no other professional of Donlin Recano is related to or connected to any United States Bankruptcy Judge for the Eastern District of Pennsylvania or the United States Trustee or to any employee in the offices thereof;

(c) Donlin Recano will not consider itself employed by the United States government and shall not seek any compensation from the United States government in its capacity as the Claims and Noticing Agent in these cases;

(d) by accepting employment in these cases, Donlin Recano waives any right to receive compensation from the United States government in its capacity as the Claims and Noticing Agent in these cases;

(e) in Donlin Recano's capacity as the Claims and Noticing Agent in these cases, Donlin Recano is not an agent of the United States and is not acting on behalf of the United States;

(f) Donlin Recano will not employ any past or present employees of the Debtors in connection with its work as the Claims and Noticing Agent in these cases;

(g) in its capacity as Claims and Noticing Agent in these cases, Donlin Recano will not intentionally misrepresent any fact to any person;

(h) Donlin Recano shall be under the supervision and control of the Clerk with respect to the receipt and recordation of claims and claim transfers; and

(i) none of the services provided by Donlin Recano as Claims and Noticing Agent shall be at the expense of the Clerk.

(j) Donlin Recano is not a creditor of the Debtors.

7. To the best of my knowledge and belief, and based solely upon information provided to me by the Debtors, and except as provided herein, neither Donlin Recano, nor any employee of Donlin Recano, holds nor represents any interest materially adverse to the Debtors, their estates, or their creditors with respect to matters upon which Donlin Recano is to be engaged.

8. To the best of my knowledge and belief, and based solely upon information provided to me by the Debtors and except as provided herein, neither Donlin Recano, nor any employee of Donlin Recano, has any materially adverse connections to the Debtors, their creditors or equity interest holders, or other parties in interest, or their respective attorneys and accountants that would conflict with the scope of Donlin Recano's retention or would create any interest adverse to the Debtors' estates or any other party in interest.

9. Certain of DRC's professionals were formerly employed by firms that may be creditors or may provide professional services to parties in interest in these cases. Such firms include Paul Hastings LLP, Paul, Weiss, Rifkind, Wharton & Garrison, LLP, Kaye Scholer LLP, Skadden, Arps, Slate, Meagher & Flom LLP, Sheppard, Mullin, Richter & Hampton LLP, Baker & McKenzie LLP, Clifford Chance, Hughes Hubbard & Reed LLP, Davis Polk & Wardwell LLP, Leven Neale, Bender, Yoo & Brill LLP, Law Offices of David Carlebach, Blank Rome LLP, Anderson Kill, Willkie Farr & Gallagher LLP, Dechert LLP, Pryor Cashman LLP, Schulte Roth & Zabel LLP, Kurtzman Carson Consultants LLC, Epiq Bankruptcy Solutions, LLC, Rust Omni, Gavin/Solmonese LLC, Klehr Harrison Harvey Branzburg, Whiteford Taylor Preston, Buchanan Ingersoll & Rooney, and Wells Fargo Bank. Except as disclosed herein, these professionals did

not work on any matters involving the Debtors while employed by their previous firms. Moreover, these professionals were not employed by their previous firms when these chapter 11 cases were filed.

10. DRC is an affiliate of American Stock Transfer & Trust Company, LLC (“AST”). AST is a global financial communications and stakeholder management company. Within the AST corporate structure, DRC operates as a separate and independent legal entity. Given the legal and operational separateness of DRC from AST, DRC does not believe that any relationships that AST and its affiliates maintain would create an interest of DRC that would be materially adverse to the Debtors’ estates or any class of creditors or equity security holders.

11. The Debtors have hundreds of unsecured and secured creditors and, from time to time, Donlin Recano may have represented certain of those creditors in completely unrelated matters. Proposed bankruptcy counsel for the Debtors has provided me with a list of the Debtors’ parties in interest (the “Conflicts List”). The Conflicts List is attached hereto as Exhibit 1. I have caused an examination of these records to be made to determine which, if any, of the parties on the Conflicts List, Donlin Recano may have represented in the past or may be representing at the present time in totally unrelated matters. This search has disclosed that, to the best of my present knowledge, Donlin Recano has not in the past represented and is not currently representing any of the parties on the Conflicts List.

12. Since the Debtors have not yet filed a full list of its creditors, there may be other creditors of the Debtors that Donlin Recano may have or may be presently representing, but in no event is Donlin Recano representing any other creditor with respect to the Debtors’ bankruptcy proceedings. To the extent I become aware of Donlin Recano having represented any other creditors of the Debtor, I will file a supplemental affidavit advising the Court of the same. To

the extent that Donlin Recano discovers any facts bearing on matters described herein, Donlin Recano will supplement the information contained herein.

13. Notwithstanding anything contained herein, as part of its diverse business, Donlin Recano is the noticing, claims, and balloting agent for debtors or settlement administrators in numerous cases involving many different creditors (including taxing authorities), and professionals, including attorneys, accountants, investment bankers, and financial consultants, some of which may be creditors or represent creditors and parties-in-interest in these cases. In addition, Donlin Recano has in the past worked and will likely in the future continue working with or against other professionals involved in these cases in matters unrelated to these cases. Based upon my current knowledge of the parties involved, and to the best of my knowledge, none of these business relations constitute interests adverse to that of the creditors, or the Debtors' estates, with respect to the matter upon which Donlin Recano is to be engaged. Additionally, Donlin Recano employees may, in the ordinary course of their personal affairs, have relationships with certain creditors of the Debtors. However, to the best of my knowledge, such relationships, to the extent they exist, are of a personal nature and completely unrelated to these cases.

14. Based upon the information available to me, I believe that Donlin Recano is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, in that Donlin Recano and its personnel: (i) are not creditors, equity security holders or insiders of the Debtors; (ii) are not and were not, within two years before the date of the filing of these cases, a director, officer, or employee of the Debtor; and (iii) do not have an interest materially adverse to the interests of the Debtors' estates or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors.

15. In performing the services identified above, Donlin Recano will charge the rates set forth in the Engagement Agreement annexed to the Application as Exhibit C. The rates set forth therein are as favorable and reasonable as the prices Donlin Recano charges in cases in which it has been retained to perform similar bankruptcy related services.

16. Donlin Recano agrees to maintain records of all services showing dates, categories of services, fees charged, and expenses incurred, and to serve monthly invoices on the Debtors, the office of the United States Trustee, counsel for the Debtors, counsel for the agent for the prepetition secured lenders, counsel for any official committee, if any, monitoring the expenses of the Debtors, and any party in interest who specifically requests service of the monthly invoices. If any dispute arises relating to the Engagement Agreement or monthly invoices, the parties shall meet and confer in an attempt to resolve the dispute; if resolution is not achieved, the parties may seek resolution of the matter from the Court.

17. Before the filing of these cases, on June³⁰, 2017, the Debtors paid Donlin Recano a retainer of \$10,000 in connection with prepetition services; on June 27, an additional \$5,000 was paid into the retainer. Donlin Recano seeks to first apply the retainer to all prepetition invoices, and thereafter, to have the retainer replenished to the original retainer amount, and thereafter, to hold the retainer under the Engagement Agreement during these cases as security for the payment of fees and expenses under the Engagement Agreement. Following termination of the Engagement Agreement, Donlin Recano will return to the Debtors any amount of the retainer that remains.

18. Additionally, under the terms of the Engagement Agreement, the Debtors have agreed to indemnify, defend and hold harmless Donlin Recano and its members, officers, employees, representatives, and agents under certain circumstances specified in the Engagement

Agreement, provided that the Debtors shall have no obligation to indemnify Donlin Recano, or provide contribution or reimbursement to Donlin Recano, for any claim or expense that is either: (i) judicially determined (the determination having become final) to have arisen from Donlin Recano's gross negligence, willful misconduct or fraud; (ii) for a contractual dispute in which the Debtors allege the breach of Donlin Recano's contractual obligations if the Court determines that indemnification, contribution or reimbursement would not be permissible pursuant to *United Artists Theatre Co. v. Walton (In re United Artists Theatre Co.)*, 315 F.3d 217 (3d Cir. 2003); or (iii) settled prior to a judicial determination under (i) or (ii), but determined by this Court, after notice and a hearing, to be a claim or expense for which Donlin Recano should not receive indemnity, contribution or reimbursement under the terms of the Engagement Agreement as modified by the Order. This indemnification obligation is customary, reasonable, and necessary to retain the services of a claims and noticing agent in these cases.

19. Donlin Recano will comply with all requests of the Clerk's Office and the guidelines promulgated by the Judicial Conference of the United States for the implementation of 28 U.S.C. § 156(c).

20. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: June 29, 2017

/s/ Roland Tomforde

Roland Tomforde

Schedule 1

Conflicts List

(PATH) PEOPLE ACTING TO HELP (CUA 5)
215 SECURE
4041 CORP
4IMPRINT INC
A SECOND CHANCE INC
A SECOND CHANCE INC CUA 10
A SECOND CHANCE INC CUA 5
A TO Z PARTY RENTAL
AAAA OFFICE AND WAREHOUSE SURPLUS INC
A-BEST VENDING AND COFFEE SVC
ACADEMY OF NATURAL SCIENCES
ACSAASSOC OF COMMUNITY SERV AGENCIES
ADAM M YANOFF ESQ
ADAMS CHARLES
ADP INC
ADRIENNE WILLIS FP
ADVANCED DOOR SVC INC
AETNA
AGILE NETWORKS
ALABAMA DEPT OF LABOR
ALASKA DEPT OF LABOR AND
ALBERT COMMUNICATIONS LLC
ALDERFER GLASS CO
ALERT SOLUTIONS INC
ALESSANDRINE DENISE CONSULTANT
ALLEGHENY AVENUE ART FESTIVAL
ALLIANCE FOR STRONG FAMILIES AND COMMUNITIES
ALLIANCE HUMAN SERVICE(PA MENTOR)
ALLIANCE HUMAN SERVICE(PA MENTOR) (CUA 10)
ALLIANCE HUMAN SERVICE(PA MENTOR) (CUA 5)
ALLIANCE MEMBER SVC
ALLIANCE OF APPROVED PRIVATE SCHOOLS
ALLIANCE OF COMMUNITY SVC PROVIDERS
ALLIED 100 LLC - AED SUPERSTORE
AMERICAN ALARM TECHNOLOGY INC
AMERICAN KITCHEN MACHINERY AND REPAIR CO INC
AMERICAN RED CROSS
ANCHORTEX CORP
ANDRE WILLIS FP
ANITA PARKER FP
ANNE RICEBURGESS FP
ANTOINE JODIE AND GIOVANNI
AQUA PA (0031330)
AQUA PA (0031331)
AQUA PA (0031332)
AQUA PA (0035477)
AQUA PA (0035479)
AQUA PA (0035485)

AQUA PA (0035683)
AQUA PA (0348714)
ARIZONA INDUSTRIAL COMMISSION PHOENIX
ARIZONA INDUSTRIAL COMMISSION TUCSON
ARKANSAS DEPT OF LABOR
ART GORDON CASH REGISTERS INC
ART SUPPLIES WHOLESAL
ART-REACH
ASOCIACION PUERTORRIQUENO
ASPSABINGTON SPEECH PATHOLOGY INC
AT AND T
ATLANTIC DIAGNOSTIC LABORATORIES LLC
ATOMIC EXTINGUISHER SVC
ATWELL DEANNA FP
AUSTILLS REHABILITATION SVC INC
AWBURY ARBORETUM
AXION OF PENNSYLVANIA LLC
AXIS CONSTRUCTION MGMT
BALFORD FARMS
BANCROFT
BARRETT DOROTHY FP
BEATRICE AND CALVIN BRYANT FP
BEING BEAUTIFUL
BEING BEAUTIFUL (CUA 10)
BEING BEAUTIFUL (CUA 5)
BELLEVUE STRATEGIES LLC
BERIAN ROBIN FP
BESS GARRY FP
BESS VALERIE
BEST BUY
BEST BUY FURNITURE INC
BETHANNA
BETHANNA (CUA 10)
BETHANNA (CUA 5)
BETHANY CHRISTIAN SRVS
BETHANY CHRISTIAN SRVS (CUA 10)
BETHANY CHRISTIAN SRVS (CUA 5)
BEYOND PLAY LLC
BINARY RESEARCH INC
BLITZ ARCHITECTURAL GROUP PC
BLOOMERANG
BOB BARKER CO INC
BOLDEN DENISE
BORNMANN MANUFACTURING COINC
BRASWELL TIFFANY FP
BRAXTON DONNA FP
BRIAN'S HOME MAINTENANCE
BRICKSTREET INSURANCE
BROADNAX ERICA FP

BROWN SHAWNETTE FP
BRUNSWICK ZONE
BUCKS CO WATER AND SEWER 54600
BUCKS CO WATER AND SEWER 54700
BUCKS COWATER AND SEWER 54800
BURMAX CO INC
BUSINESS PAGE INC
BUTTER'S SOUL FOOD TO GO
CALECO
CALHOUN MELVIN
CALIFORNIA DEPT OF INDUSTRIAL RELATIONS
CAMPBELL WYNNAE FP
CAREER CONCEPTS INC
CAREERBUILDER LLC
CARPET FACTORY OUTLET
CARSON VALLEY CHILDREN'S AID
CARSON VALLEY CHILDREN'S AID (CUA 10)
CARSON VALLEY CHILDREN'S AID (CUA 5)
CARTER TRACEY
CASEY SLANINA- BROOKS
CATALFANO BROTHERS LLC
CATHOLIC SOCIAL SRVS
CATHOLIC SOCIAL SRVS (CUA 10)
CATHOLIC SOCIAL SRVS (CUA 5)
CECIL B MOORE REC
CELTIC LEASING CORP
CEZAIRE JEAN FP
CHAMBER OF COMMERCE FOR GREATER PHILADELPHIA
CHANGE HEALTHCARE
CHARLES ADAMS
CHELTENHAM SCHOOL DIST
CHILD FIRST SVC
CHILD FIRST SVC (CUA 10)
CHILD FIRST SVC (CUA 5)
CHILDRENS CHOICE INC
CHILDRENS CHOICE INC CUA 10
CHILDRENS CHOICE INC CUA 5
CHILDREN'S HOME OF EASTON
CHILDREN'S HOME OF EASTON (CUA 10)
CHILDREN'S HOME OF EASTON (CUA 5)
CHILDRENS SVC INC
CHILDRENS SVC INC CUA 10
CHILDRENS SVC INC CUA 5
CHILDWAY
CHILDWAY (CUA 5)
CHRIS'S PIZZA AND RESTAURANT
CHRIST LUTHERAN CHURCH
CHRISTY SUMMER CAMP
CHUTE MASTER ENVIRONMENTAL

CINTAS CORP #287
CINTAS CORP 061
CITY OF PHILADELPHIA
CITY OF PHILADELPHIA LAW DEPT
CITY OF PHILADELPHIA-RECREATION DEPT
CMI-COMPLIANCE MANAGEMENT INTERNATIONAL
COGENT SYSTEMS INC
COLD CUT LLC
COLORADO DEPT OF LABOR AND EMPLOYMENT
COMCAST 8499 10 008 0696452
COMCAST 8499 10 011 0665329
COMCAST 8499 10 013 0021669
COMCAST 8499 10 013 0021974
COMCAST 8499 10 016 0021589
COMCAST 8499 10 016 0022314
COMCAST 8499 10 255 0122399
COMCAST 8499 10 255 0126044
COMCAST 8499 10 255 0126952
COMCAST 930000875
COMMONWEALTH OF PA-DEPT OF STATE
COMMPATHS LLC
COMMUNITY ACADEMY CHARTER
CONCERN PROFESSIONAL SVC
CONCERN PROFESSIONAL SVC (CUA 10)
CONCERN PROFESSIONAL SVC (CUA 5)
CONCILIO
CONCILIO (CUA 10)
CONCILIO (CUA 5)
CONLEY FLEMING LLP
CONNECTICUT DEPT OF LABOR
CONSULT DYNAMICS INC
COUNCIL ON ACCREDITATION
COUNTY OF BERKS
CPI
CRADLES TO CRAYONS
CRAWLEY DOROTHY FP
CREATIVE LIGHTING AND MORE
CREDIBLE
CRICKET COURT COMMONS
CURRICULUM ASSOCIATES INC
CUSTIS YAMISHA FP
CUSTOM INK
CUTPASTEANDPRINT
D CAMACHO K RUSSELL FP
DACHAN JAMES FURNACE
DALE'S FIRE EXTINGUISHERS
DALLA S MIDWEST LLC
DANEKER DAVID ESQUIRE
DARLINE ALLEN FP

DARRELL MCMILLAN FP
DE LAGE LANDEN FINANCIAL SVC INC
DEAFHEARING INTERFACE LLC
DEBORAH AND ISSAC BRIGGS FP
DELAWARE SECRETARY OF LABOR
DELAWARE VALLEY OVERHEAD DOOR
DELTA COMMUNITY SUPPORTS
DELTA COMMUNITY SUPPORTS (CUA 10)
DELTA COMMUNITY SUPPORTS (CUA 5)
DELTA EDUCATION
DELTAT GROUP INC
DELUXE FOR BUSINESS
DENNEY ELECTRIC OF AMBLER
DENNIS C MILLER ASSOC INC
DENTAL DREAMS
DEPARTMENT OF LABOR GOVERNMENT OF GUAM
DEVEREUX FOUNDATION
DEVEREUX FOUNDATION (CUA 10)
DEVEREUX FOUNDATION (CUA 5)
DIANA RAMSAY
DILWORTH PAXSON LLP
DISCOUNTMUGSCOM
DISTRICT OF COLUMBIA EMPLOYMENT SVC DEPT
DIVERSIFIED REFRIGERATION INC
DJ FLEX
DONALD AND ALFREDA HOWELL FP
DORION G A WAYNES
DORNEY PARK GROUP SALES OFFICE
DOROTHY EMANUEL RECREATION CENTER
DREXEL UNIVERSITY
DRIVER'S ALERT INC
DRUMMOND GLORIA FP
D-TECH ENVIRONMENTAL TESTING
DUMAS TRACI
DUNN CORPORATE RESOURCES LLC
EARTH CUP COFFEE
EARTHSCAPES LANDSCAPING GROUP LLC
ED BENNIS CHIMNEY REPAIRS INC
EDMUNDS TERESA FP
EFOOTBRIDGE
ELITE GENERAL CONTRATORS AND CARPET CLEANING
ELITE PEST CONTROL
ELIZABETH BOLDEN FP
ELSIE RUFFIN FP
ELWYN
ELWYN (CUA 10)
ELWYN (CUA 5)
EMCOR SVC FLUIDICS
EMLYN Q DEGANNES

ENHANCED CONNECTIONS
ENTOURAGE YEARBOOKS
ENVIRONMENTAL PROTECTION AGENCY
EPPS RHONDA FP
ERCO CEILINGS INC
ESSENCE OF ACUPUNCTURE
EVA AND SAM MCGILL FP
EVAN-MOOR EDUCATIONAL PUBLISHERS
EVANS SHEREEN FP
EVOLVEIP
FAMCO FIRE ALARM MAINTENANCE CO
FAMILY SUPPORT ALLIANCE
FARACO KNIFE AND SLICER CO
FARRELL TYARA FP
FATEEMA BURNS FP
FATHER HEART AND LEGACY
FEAST CATERING
FIRST CHOICE HOME AND COMMUNITY
FIRST CHOICE HOME AND COMMUNITY (CUA 10)
FIRST CHOICE HOME AND COMMUNITY (CUA 5)
FIRST HOME CARE
FIRST HOME CARE (CUA 10)
FIRST HOME CARE (CUA 5)
FIRST INSURANCE FUNDING CORP
FIVE STAR DINING
FLORIDA AGENCY FOR WORKFORCE INNOVATION
FMA PROFESSIONAL RESOURCESINC
FOSTER PARENT PROFESSIONALS
FOX ROTHSCHILD LLP
FP MAILING SOLUTIONS
FRANCOTYPPOSTALIA INC
FRANKLIN CLEANING EQUIPMENT AND SUPPLY CO
FRANKLIN INSTITUTE (THE)
FRANKLIN LEARNING CENTER
FRED PRYOR SEMINARS
FREY SCIENTIFIC
FRIEDMANSCHUMAN PC
FRIENDSHIP HOUSE
FRIENDSHIP HOUSE (CUA 10)
FRIENDSHIP HOUSE (CUA 5)
FROG COMMISSARY
FULWOOD MR AND MRS FP
FUN AND FUNCTION
FURNITURE MECCA
FURNITURE TO GO
G4S SECURE SOLUTIONS
GAUDENZIA FOUNDATION INC
GE CAPITAL 7949928-003
GE CAPITAL 90136459052

GE CAPITAL 90136508359
GE CAPITAL 90136508648
GE CAPITAL 90136574155
GEGISOM
GEIER ARIESHA FP
GENERAL HEALTHCARE RESOURCE
GEORGE JUNIOR REPUBLIC
GEORGE JUNIOR REPUBLIC (CUA 10)
GEORGE JUNIOR REPUBLIC (CUA 5)
GEORGIA DEPT OF LABOR
GERMANTOWN BGC
GLADYS SAEZ FP
GLOBAL EQUIPMENT CO INC
GLORIA DEI LUTHERAN CHURCH
GOLKOW INC
GOOD SHEPHERD LUTHERAN CHURCH
GOODING ANITA FP
GOPHER
GORDON HODAS
GRAINGER
GREATER ST MATTHEW BAPTIST
GREATNESS IS IN YOU
GREEN HOMES REAL ESTATE LLP
GREENBERG TRAUERIG LLP
GREENFIELD HEATHER AND PATTY FP
GRIFFIN KEVIN
GRIFFIN NAKISHA
GRIMES MALINDA FP
GUTTER GURUS
GWENDOLYN SCOTT FP
HALL LEKIA
HALL SHARON FP
HAMIDULLAHKHADIJAH FP
HANDY LASHETTA FP
HARRIS BETTY AND ANTHONY
HARTMAN CARTER AND BELINDA FINLEY FP
HARVEY'S LOCK AND DOOR SVC
HAWAII DEPT OF LABOR AND INDUSTRIAL RELATIONS
HDS
HEIBLUM NAAMITH
HERITAGE BUSINESS SYSTEMS INC
HERR'S FOOD
HERTZ FURNITURE SYSTEMS
HICKMAN TEMPLE DAYCARE AND LEARNING CENTER
HIGHMARK INSURANCE GROUP
HIGKAY PROPERTIES
HK 99 REALTY
HOLOD'S TRUE VALUE
HOME GALLERY FURNITURE

HORIZON WASTE SVC
HOUGHTON MIFFLIN LLC
HUMANE WILDLIFE AND PEST CONTROL
HUMANUS CORP
HYDRO-LOGIC INC
IAN SAMPSON
ID SUPPLY
IDAHO DEPT OF LABOR
IDENTIMETRICS
IHEAGWARA CHIOMA
ILLINOIS DEPT OF LABOR
IMHOTEP CHARTER HIGH SCHOOL
INDEPENDENCE BLUE CROSS
INDIANA DEPT OF LABOR
INDUSTRIAL DRUG SVC
INSINGER MACHINE CO
INTELAFUNDS
INTERMEDIATE UNIT 1
INTERNAL REVENUE SVC
INTERSTATE FLEETS INC
INTERSTATE SVC CENTER
IOWA WORKFORCE DEVELOPMENT
IRON MOUNTAIN INC
IRS INTERNAL REVENUE SVC
IRVIN DEBORAH FP
J AMBROGI FOODS
J ROSE J COLES FP
JACKIE GREENE F P
JACQUELINE DENNIS FP
JAMES A FLAHERTY HOME ASSOCIATION
JAMES DOORCHECK INC
JAMES TRACEY FP
JEFFREY HACKETT
JESSICA AND ALFRED FIELDS FP
JEWISH FAMILY AND CHILDREN'S SVC
JEWISH FAMILY AND CHILDREN'S SVC (CUA 10)
JEWISH FAMILY AND CHILDREN'S SVC (CUA 5)
JF SMITH AND ASSOC LLC
JOHN MILLER INC
JONES SCHOOL SUPPLY CO INC
JOYCE PETER'S FAMILY CHILD CARE HOME
JOYNER ALISHA FP
JUST CHILDREN CHILD CARE CENTER
JUST TO SERVE YOU
JUVENILE JUSTICE CNTR/PHILA
JUVENILE JUSTICE CNTR/PHILA (CUA 10)
JUVENILE JUSTICE CNTR/PHILA (CUA 5)
KI EVENT PLANNING
KANSAS DEPT OF HUMAN RESOURCES

KARPF KARPF AND CERUTTI PC
KELVIN LP
KENSOL AIRWAYS
KENTUCKY LABOR CABINET
KEYSTONE FIRE PROTECTION INDUSTRIES
KEYSTONE HEALTH PLAN EAST
KFS INC EDUCATION DIVISION
KIDS PEACE
KIDS PEACE (CUA 10)
KIDS PEACE (CUA 5)
KIM AND MICHAEL COOPER FP
KIMBERLY MEHLER
KINDER CARE LEARNING CENTERS
KING OF PRUSSIA PHARMACY SVC
KNOWLEDGE UNLIMITED INC
KREISCHER MILLER
KRISAYS INC
LANDMARK AMERICANA TAP AND GRILL
LANGUAGE SVC ASSOCIATES
LARSON ALLEN LLP
LASALLE UNIVERSITY CAREER SRVS
LAWRENCE THOMAS AND FRANCINE FP
LEN E ELLIS FUNERAL HOME
LEVISON MELINDA FP
LEXISNEXIS RISK SOLUTIONS
LINDA S MARTIN FP
LINEBARGER GOGGAN BLAIR AND SAMPSON
LIST ASSOCIATES LP
LOCUM TENENS USA INC
LONNIE YOUNG CAMP
LOPER EVONNE
LOUISIANA DEPT OF LABOR
LOWE'S COMMERCIAL SVC
LUCAS CIARA
LUTHERAN CHILDREN AND FAMILY SVC
M AND T BANK
M LONDON
MAIN LINE MEDICAL SUPPLIES INC
MAINE DEPT OF LABOR
MARGARET AND FRANK WASHINGTON FP
MARIANA BRACETTI ACADEMY
MARK A NOVITSKY JR MD
MARTIN DAWN
MARTY DAVEY
MARY H WALLACE FP
MARY LASTER FP
MARYLAND DEPT OF LABOR
MASSACHUSETTS DEPT OF LABOR AND
MASSEY JALISA FP

MAT BUS CORP
MCCORMICK THERESA FP
MCFADDEN NICOLE F P
MCGRAW-HILL SCHOOL EDUCATION LLC
MEDFLEX INC
MEDI CLEAN HEALTHCARE LAUNDRY
MELVIN A WILLIAMS JR
METHODIST FAMILY SRVS
METHODIST FAMILY SRVS (CUA 5)
MICHAEL D LONG DBA INDEPENDENT ROCK
MICHELLE WILES FP
MICHIGAN DEPT OF ENERGY LABOR AND
MILDRED A WIMBERLY FP
MINNESOTA DEPT OF LABOR AND INDUSTRY
MINUTEMAN PRESS OF BALA CYNWYD
MINUTEMAN PRESS OF GLENSIDE
MISSISSIPPI EMPLOYMENT SECURITY COMMISSION
MISSOURI LABOR AND
MK APPLIANCES
MODARELLI KRISTY
MODERN STRATEGIC BRANDING AND COMMUNICATIONS
MONTANA DEPT OF LABOR AND INDUSTRY
MONTGOMERY CO HEALTH DEPT
MOORE SHELLEY FP
MORABITO BAKING CO
MRS DIANE REEDY FP
MRSYUMMIES FOR UR TUMMY CATERING SVC LLC
MS CHARLENE BURNSIDEFP
MS DENISE PATTERSON FP
MS RAMONA GORDY FP
MST ASSOCIATES LLC
MST INSTITUTE
MST SVC
NAPA AUTO PARTS
NATIONAL GEOGRAPHIC EXPLORER
NATIONAL GEOGRAPHIC SCHOOL PUBLISHING
NAVPOINT INTERNET SVC
NAZARENE BAPTIST CHURCH
NCS PEARSON INC
NEBRASKA DEPT OF LABOR
NEGLEY ASSOCIATES
NESHAMINY POOL MGT INC
NETSMART TECHNOLOGIES INC
NEVADA OFFICE OF THE LABOR COMMISSIONER
NEW FOUNDATIONS
NEW FOUNDATIONS (CUA 10)
NEW FOUNDATIONS (CUA 5)
NEW HAMPSHIRE DEPT OF LABOR
NEW JERSEY DEPT OF LABOR

NEW MEXICO DEPT OF LABOR
NEW YORK DEPT OF LABOR
NICETOWN CDC
NORIX GROUP INC
NORRIS SALES CO INC
NORTH CAROLINA DEPT OF LABOR
NORTH DAKOTA DEPT OF LABOR
NORTHEAST TREATMENT
NORTHEAST TREATMENT (CUA 10)
NORTHEAST TREATMENT (CUA 5)
NORTHERN CHILDREN'S SVC
NORTHERN CHILDREN'S SVC (CUA 10)
NORTHERN CHILDREN'S SVC (CUA 5)
NSAN INC
NSM INSURANCE GROUP
NUTRITIONAL DEVELOPMENT SVC
OFFICE BASICS
OHIO DEPT OF COMMERCE
OKLAHOMA DEPT OF LABOR
ONLINE COMMUNICATIONS INC
OPT4 GROUP LLC
OPTIKINETICS LTD
OR HADASH
OREGON BUREAU OF LABOR AND INDUSTRIES
PA DEPT OF LABOR AND INDUSTRY (BOILER)
PA UNEMPLOYMENT COMPENSATION
PAETEC
PAETEC COMMUNICATIONS INC
PAMELA HEARD FP
PARIS RAYMOND
PARKER STACIA FP
PARTY STARTERS ENTERTAINMENT
PATHWAYS PA INC
PATHWAYS PA INC CUA 10
PATHWAYS PA INC CUA 5
PCCYFS FOR CHILDREN AND FAMILIES
PEARLSTEIN'S FURNITURE AND BEDDING
PEARSON EDUCATION INC
PECO ENERGY (05302-00200)
PECO ENERGY (39224-00302)
PEDIA MANOR (CUA 5)
PEDIATRIC SPECIALTY CARE
PEDIATRIC SPECIALTY CARE - PHILA
PEDIATRIC SPECIALTY CARE - PHILA (CUA 5)
PEDIATRIC SPECIALTY CARE - POINT PLEASANT
PEERLESS PEST CONTROL
PEIRCEHELPS INC
PENN STATE INDUSTRIES
PENNDOT

PENNSYLVANIA ATTORNEY GENERAL
PENNSYLVANIA CONTINUING LEGAL EDUCATION BOARD
PENNSYLVANIA DEPT OF CONSERVATION
PENNSYLVANIA DEPT OF LABOR AND INDUSTRY
PENNSYLVANIA DEPT OF REVENUE
PENNSYLVANIA ONE CALL SYSTEM INC
PENNSYLVANIA STATE POLICE
PENNSYLVANIA STATE TREASURY
PENNSYLVANIA TURNPIKE COMMISSION
PEOPLE R US COMMUNITY
PEOPLE R US COMMUNITY (CUA 5)
PEOPLE SHARE LLC
PERFECTION LEARNING CORP
PETE R JOHNSON AND CO
PETROS BREAD DISTRIBUTORS INC
PHILA CHILD AND FAMILY THERAPY
PHILA PARKS AND RECREATION OFFICE
PHILA WAREHOUSECOLD STORAGE
PHILADELPHIA FIRE DEPT - EMS
PHILADELPHIA GAS WORKS 0858908932
PHILADELPHIA HOME RENTAL
PHILADELPHIA HOUSING AUTHORITY
PHILADELPHIA INSURANCE COMPANIES
PHILADELPHIA LEGAL ASSISTANCE
PHILLY MAID GREEN
PHILLYSCREEN LLC
PIONEER AUTO REPAIR AND BODY
PITNEY BOWES GLOBAL FINANCIAL SVC LLC
PLANBOOK EDU LLC
POP MULTIMEDIA INC
POSITIVE PROMOTIONS INC
POWER SCHOOL GROUP LLC
PRADERA CORP
PRADERA CORP (CUA 10)
PRADERA CORP (CUA 5)
PRESBY CHILDREN VILLAGE (THE VILLAGE)
PRESBYTERIAN CHILDREN'S VILLAGE
PRESBYTERIAN CHILDREN'S VILLAGE (CUA 10)
PRESBYTERIAN CHILDREN'S VILLAGE (CUA 5)
PRESENTION SYSTEMS SOUTH INC
PRESSLEY AKIRAH FP
PRITCHETTE EDNA FP
PRITCHETTE LISA FP
PRO-ED
PROFESSIONAL SOFTWARE FOR NURSES INC
PROFESSIONAL SVC INC
PROGRESSIVE LIFE CENTER INC
PROGRESSIVE LIFE CENTER INC CUA 10
PROGRESSIVE LIFE CENTER INC CUA 5

PROPER SKY INC
PROSTYLE DETAILING
PRO-TEC SVC AND SECURITY
PROVIDENT LIFE AND ACCIDENT INS CO
PSUG EVENTSLLC
PTAC
PUERTO RICO DEPT OF LABOR
PUGH CATHERINE FP
PUGH NIJAH FP
PURCHASE POWER (0425-5927)
PURCHASE POWER (0922-4689)
QUICKEN LOANS INC
R AND K REPORTING INC
RADON TECHNOLOGY AND ENVIRONMENTAL
RAHN CONTRACTING LLC
RAYMOUR AND FLANIGAN
READ READY DAYCARE AND EARLY LEARNING ACADEMY
READY REFRESH BY NESTLE
REFORMATION LUTHERAN
REINO'S DESIGN PRINT MAIL
REMO RESTAURANT EQUIP
RESIDENT STATEMENT METACOSI LLC
RESOURCES FOR HUMAN DEVELOPMENT INC
RHODE ISLAND DEPT OF LABOR AND TRAINING
RHOSHANNA PUGH FP
RICHARD E ASHBY JR
RICHIE D'S DISCOUNT FURNITURE
ROBINSON APPLIANCE
ROMERA TUCKER F C
ROSCOMMON INTERNATIONAL INC
ROTARY CLUB OF AMBLER
RUSSELL REID INC
RUSSELL ROOFING INC
RUTHIE BENNETT FP
RX BENEFITS
S AND S WORLDWIDE INC
SAGUE SCHOOL BUS SVC
SAM WEXLER PLUMBING
SAMARA INC
SCHOLASTIC BOOK FAIRS
SCHOLASTIC INC
SCHOOL HEALTH CORP
SCHOOL NURSE SUPPLY INC
SCHOOL OUTFITTERS
SCHOOL SPECIALTY INC
SDA LLC-SAANTIS DAVIS
SERENITY ERP
SHALOM MISHKAN
SHERWIN-WILLIAMS

SHIRLEY P ABRAMSWILSON FP
SHOPRITE OF FOX STREET
SHRM-SOCIETY FOR HUMAN RESOURCE MGMT
SIDDIQ'S REAL FRUIT WATER ICE
SILVER SPRINGS
SILVER SPRINGS (CUA 10)
SILVER SPRINGS (CUA 5)
SINGER EQUIPMENT CO INC
SISTER MUHAMMADS KITCHEN
SMITH CHARLICE FP
SMITH CRAIG FP
SMITH LINDA F P
SMITH MARIE F P
SOCIUS
SOS OF PENNSYLVANIA
SOUDERTON SCHOOL DISTRICT
SOUTH CAROLINA DEPT OF LABOR LICENSING
SOUTH DAKOTA DEPT OF LABOR
SOUTHWARK REALTY CO
SPECTOR GADON AND ROSEN PC
SPEED SHARDE FP
SQUEAKY CLEAN AND GREEN
ST GEORGE BRENDA FP
STAFFING PLUS INC
STE FUNZINFLATABLES
STEEPE TIKA FP
STERICYCLE INC 8129643
STERICYCLE INC -8014862
STIGALL MARLENE FP
STIVERS STAFFING SRVS
STPAUL EVANGELICAL LUTHERAN CHURCH
STRATEGIC PRODUCTS AND SVC
STUDIO MOVIE GRILL
SUBURBAN PROPANE
SUMMER CAMPS AT COLLAGE SETTLEMENT
SUNESYS INC
SUNVALLEY EAST INC
SUSAN WALTER FP
SUTTON CYNTHIA FP
SYLVAN LEARNING CENTER
SYSCO PHILADELPHIA LLC PHIL
TABOR CHILDREN SVC
TABOR CHILDREN SVC (CUA 10)
TABOR CHILDREN SVC (CUA 5)
TAS MESSAGE CENTER LLC
TASTE OF HOME
TCS MANAGE'MANT
TEALER BROWN FP
TEMPLE UNIVERSITY

TENNESSEE DEPT OF LABOR
TENTS AND EVENTS
TEXAS WORKFORCE COMMISSION
THE ARRIMOUR GROUP
THE CSE
THE JOINT COMMISSION
THE MANDT SYSTEM INC
THE PRESSLEY'S DETAILING SHOP
THE REVELATION CENTER
THE SWEETEST ROSE CUPCAKE CO
THE VILLA
THE VILLA (CUA 10)
THE VILLA (CUA 5)
THERAPY SOURCE
THOMAS LETITIA FP
TIMOTHY THOMAS
TINAMARIE MCCREA FP
TJ PROPERTIES
TODAY'S FURNITURE DESIGN
TOMLIN RAYANNA AND KARL FP
TOP OF THE CLOCK SECURITY INC
TORRES NAYRA F P
TRACEY CARTER
TRAILHEAD FILMS
TRAINING 4 ALL LLC
TRIDIM FILTER CORP
TRIPLE P AMERICA
TRI-STATE TRAINING AND SAFETY CONSULT
TRITIUM DISPOSAL
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA
TURNING POINTS FOR CHILDREN
TURNING POINTS FOR CHILDREN (CUA 10)
TURNING POINTS FOR CHILDREN (CUA 5)
TUSTIN ADVISORY COUNCIL
TUSTIN WATER SOLUTIONS
TYSHONDA BUNTING FP
ULINE
UNIT FOUR FALLS - T0003102
UNIT FOUR FALLS -T0002952
UNIT ONE FALLS CENTER
UNITED REFRIGERATION INC
UPPER DUBLIN TOWNSHIP (LST)
UPS (ACCT # 839YYO)
US DEPT OF HOMELAND SECURITY
US DEPT OF LABOR
US DEPT OF LABOR/OSHA
US FOODS
US FRIENDS OF THE DSWT
US MEDICAL STAFFING INC

US REGIONAL OCCUPATIONAL HEALTH
UTAH LABOR COMMISSION
VALERIE WILSON FP
VALLEY YOUTH HOUSE (CUA 10)
VALLEY YOUTH HOUSE (CUA 5)
VANISH PAMELA FP
VANS LOCK SHOP INC
VARE RECREATION CENTER
VEE GALAXY LLC
VERIZON
VERIZON (215 619-8981 941 86Y)
VERIZON (215-877-0171 641 89Y)
VERIZON 215844302814340Y
VERIZON 652-153-946-0001-53 FIOS HENRY AVE
VERIZON FIOS 8296014539 DO NOT USE
VERIZON WIRELESS
VERIZON WIRELESS (720490824-00001)
VERIZON WIRELESS (720490824-00002)
VERIZON WIRELESS (720490824-00007)
VERMONT DEPT OF LABOR AND INDUSTRY
VESTHER BROWN
VIRGINIA DEPT OF LABOR AND INDUSTRY
VISIONQUEST
VISIONQUEST (CUA 5)
VISIONQUESTNEW
VISIONQUESTNEW (CUA 10)
VISIONQUESTNEW (CUA 5)
VISTAPRINT CORP SOLUTIONS INC
VITAL SOUNDS
VITAL TOUCH MASSAGE
VIVIAN ROYSTER FP
WALKER YVETTE FP
WALTERS BARBARA FP
WANDA AND FRANKLIN WALLACE FP
WANE ERICA FP
WASHINGTON DEPT OF LABOR AND INDUSTRIES
WASTE MANAGEMENT OF PA INC
WATSON ACQUAN FP
WATSON MARGARET FP
WATSONBEY KIANA FP
WB MASON
WEINSTEIN SUPPLY
WELL FARGO 90136590653
WELLS FARGO 90136459052
WELLS FARGO 90136508359
WELLS FARGO 90136508648
WELLS FARGO 90136574153
WEST VIRGINIA DIVISION OF LABOR
WESTERN PEST SERVICES-NEWTOWN

WESTERN PEST SERVICES-SPRING
WEX BANK - SUNOCO -0496-00124357-5
WHITEHEAD PATRICIA F P
WHITNEY Z AND BROWN S
WIESER EDUCATIONAL INC
WILLIAMS JOANNE FP
WILLIAMS KIYANI FP
WILLIAMS LATOYA FP
WILLIAMS TYRONE
WISCONSIN DEPT OF WORKFORCE DEVELOPMENT
WISSAHICKON VALLEY WATERSHED
WOMAN AGAINST ABUSE
WOODS SVC
WOODS SVC (CUA 10)
WOODS SVC (CUA 5)
WOOLFOLK TERESA FP
WOOLFOLK YOLANDA FP
WORKNET OBOM
WORKNET OCC MED
WYOMING DEPT OF EMPLOYMENT
XPO LOGISTICS
YELLOWBIRD BUS CO INC
YENY APPLIANCES
YOUNGAZIZA
YOUTH SVC INC
YOUTH SVC INC CUA 10
YOUTH SVC INC CUA 5
YOUTH VALLEY HOUSE
ZATEENY LOFTUS LLP
ZELDA MOSLEY FP
ZOLL MEDICAL CORP
ZONES
ZURI STONE

Exhibit C

Engagement Agreement

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