

Exhibit A

[Proposed Order]

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

| | | |
|---------------------|---|----------------------------------|
| In re: | : | Chapter 11 |
| | : | |
| Wordsworth Academy, | : | Case No. 17-14463 (AMC) |
| | : | |
| Debtor. | : | (Joint Administration Requested) |
| | : | |

| | | |
|------------------------|---|----------------------------------|
| In re: | : | Chapter 11 |
| | : | |
| Wordsworth CUA 5, LLC, | : | Case No. 17- 14466 (AMC) |
| | : | |
| Debtor. | : | (Joint Administration Requested) |
| | : | |

| | | |
|-------------------------|---|----------------------------------|
| In re: | : | Chapter 11 |
| | : | |
| Wordsworth CUA 10, LLC, | : | Case No. 17- 14467 (AMC) |
| | : | |
| Debtor. ¹ | : | (Joint Administration Requested) |
| | : | |

ORDER AUTHORIZING ASSUMPTION OF UNEXPIRED LEASE

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order authorizing the Debtors to assume an unexpired lease between Debtor, Wordsworth Academy, and Learn and Play t/a Play and Learn; it appearing that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors and other parties in interest; the Court having reviewed the Motion and having considered the statements of counsel and evidence adduced with respect to the Motion at a hearing before the Court (the “Hearing”); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to

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). Wordsworth Academy has an address at 3300 Henry Ave., Philadelphia, PA 19129.

² Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Motion.

28 U.S.C. § 157(b)(2), (c) and it appearing that venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409 and (d) due and proper notice of this Motion having been provided; and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefore, it is hereby **ORDERED**:

1. The Motion is granted in its entirety.
2. The Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
3. The Debtors are authorized to assume the Lease between Debtor, Wordsworth Academy, and Learn and Play t/a Play and Learn, effective as of the Petition Date.
4. The Lease is hereby amended as follows:
 - (a) In Section 1 (PREMISES), the phrase “ingress/egress areas to said building” shall mean the non-exclusive use by Tenant of the existing driveway from the subject building to Camp Hill Road and all public (Wenner Way and Camp Hill Road) and private access roads (Gay Way) and pathways to the subject building.
 - (b) In Section 1 (PREMISES), the phrase “twenty (20) parking spaces adjacent to the building” shall mean the exclusive right to use 20 identified parking spaces mutually acceptable to the Debtor and Tenant.
 - (c) [Reserved for allocations on responsibilities and expenses for operations, maintenance, repair costs and the like].
 - (d) Section 13 of the Lease provides that, subject only to the prior written approval of Debtor which approval must not be unreasonably withheld, Tenant is entitled to construct additions and renovations within the land set aside as the Premises. Such improvements have been constructed during the term of the Lease to date, and further additions are anticipated by Tenant and Debtor in the future.

5. Notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

Dated: July __, 2017
Philadelphia, Pennsylvania

United States Bankruptcy Judge