

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. <sup>1</sup>	:	(Joint Administration Requested)
	:	

**ORDER (A) AUTHORIZING  
CONTINUED USE OF THE DEBTORS' CASH MANAGEMENT SYSTEM, EXISTING  
BANK ACCOUNTS, AND BUSINESS FORMS; (B) WAIVING CERTAIN UNITED  
STATES TRUSTEE REQUIREMENTS, AND (C) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order (this "Order"): (i) authorizing the Debtors to (a) continue their cash management system, maintain their existing bank accounts, business forms, and books and records, (b) waive certain bank account and related requirements of the U.S. Trustee, and (c) granting related relief, all as more fully set forth in the Motion; and it appearing that the relief requested herein is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and it appearing that the Court has jurisdiction over this

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

matter pursuant to 28 U.S.C. § 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that notice of this Motion and opportunity for a hearing on this Motion was appropriate under the particular circumstances and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** that:

1. The Motion is **GRANTED** as set forth herein.
2. The Debtors are authorized and empowered, pursuant to Sections 105(a) and 363(c) of the Bankruptcy Code, to continue using their Cash Management System as described in the Motion.
3. The requirement that the Debtors close all existing bank accounts and open new DIP accounts is hereby waived. The Bank Accounts are deemed to be DIP accounts. A list of the Bank Accounts is attached to this Order as **Attachment 1**. The Debtors are authorized to: (a) designate, maintain, and continue to use any or all of their existing Bank Accounts, including but not limited to the Bank Accounts identified in Attachment 1 to this Order, in the names and with the account numbers existing immediately before the Petition Date; (b) deposit funds in and withdraw funds from these accounts by all usual means, including, without limitation, checks, wire transfers, automated transfers, ACH transfers, electronic fund transfers, and other debits; and (c) treat their pre-petition Bank Accounts for all purposes as debtor-in-possession accounts.
4. The Debtors are authorized to continue using their Business Forms and Books & Records as described in the Motion, provided the Business Forms and Books & Records are stamped or otherwise labeled with the “debtor in possession” designation. The Debtors shall replace existing stock with new forms identifying their status as debtors in possession as existing

stock is depleted.

5. Unless otherwise provided in this Order or other order of this Court, no bank shall honor or pay any bank payments drawn on the Bank Accounts or otherwise issued or dated prior to the Petition Date. Any of the Debtors' banks may rely on the representations of the Debtors with respect to whether any check or other payment order drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this or any other order of this Court, and such bank shall not have any liability to any party for relying on such representations by the Debtors as provided for herein.

6. Except as otherwise expressly provided in this Order, all banks at which the Bank Accounts are maintained are authorized and directed to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course, and to receive, process, honor and pay any and all checks, drafts, wires, ACH transfers, automated transfers, electronic funds transfers, and other debits issued and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be, *subject to* the applicable Bank Accounts containing sufficient funds.

7. The Debtors' existing deposit agreements between the Debtors and their existing depository and disbursement banks shall continue to govern the post-petition cash management relationship between the Debtors and the banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect.

8. The Debtors are authorized to open any new bank accounts or close any existing Bank Accounts as they may deem necessary and appropriate in their sole discretion, provided that any new accounts shall be designated as "debtor in possession" accounts and be opened at

depositories approved by the United States Trustee.

9. The requirement to establish separate accounts for cash collateral and/or tax payments is hereby waived.

10. The Debtors are authorized to: (a) pay pre-petition amounts outstanding as of the date hereof, if any, owed to their banks as service charges for the maintenance of the Cash Management System; and (b) reimburse the banks for any claims arising before or after the Petition Date in connection with customer checks deposited with the banks that have been dishonored or returned as a result of insufficient funds in the Bank Accounts.

11. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

12. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or otherwise deemed waived.

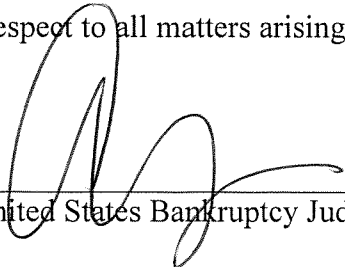
13. Notwithstanding the possible applicability of Rules 6004, 7062, or 9014 of the Bankruptcy Rules, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

14. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

15. As soon as practicable after entry of this Order, the Debtors shall serve a copy of this Order on the banks at which the Bank Accounts are maintained.

16. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: July 6, 2017  
Philadelphia, Pennsylvania

  
United States Bankruptcy Judge

**Attachment 1**

**[Bank Accounts]**

Bank	Address	Debtor / Purpose	Account Number
M&T Bank	One M&T Plaza Buffalo, NY 14203	Wordsworth Academy – Main Operating Account	XXXXXXX9116
M&T Bank	-	Wordsworth Academy – Government Account	XXXXXXX9124
M&T Bank	-	Wordsworth Academy – Payroll Account	XXXXXXX9132
M&T Bank	-	Wordsworth Academy – PAC Account [ <i>inactive</i> ]	XXXXXXX7604
M&T Bank	-	CUA10 – Operating Account	XXXXXXX9173
M&T Bank	-	CUA10 – Government Account	XXXXXXX9181
M&T Bank	-	CUA10 – Payroll Account	XXXXXXX9199
M&T Bank	-	CUA5 – Operating Account	XXXXXXXX9140
M&T Bank	-	CUA5 – Government Account	XXXXXXX9157
M&T Bank	-	CUA5 – Payroll Account	XXXXXXX9165
<del>M&amp;T Bank</del>	<del>-</del>	<del>Wordsworth Academy – Mortgage Account</del>	<del>XXXXXXXX7354</del>
TD Bank, N.A.	1701 Market 70 East Cherry Hill, NJ 08034	Wordsworth Academy – Operating Account	XXXXXX3781
TD Bank, N.A.	-	Wordsworth Academy – Petty Cash (IHPS)	XXXXXX3968
TD Bank, N.A.	-	Wordsworth Academy – Petty Cash (Spirit)	XXXXXX8477
TD Bank, N.A.	-	Wordsworth Academy – Petty Cash (AFBS)	XXXXXX8501
TD Bank, N.A.	-	Wordsworth Academy – Petty Cash (Upper Reward Fund)	XXXXXX8519
TD Bank, N.A.	-	Wordsworth Academy – Petty Cash (Flex Spending Account)	XXXXXX3170