

Certificate of Notice Page 1 of 21
United States Bankruptcy Court
Eastern District of Pennsylvania

In re:
Wordsworth Academy
Wordsworth Academy
Debtors

Case No. 17-14463-amc
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0313-2

User: PaulP
Form ID: pdf900

Page 1 of 1
Total Noticed: 2

Date Rcvd: Jul 06, 2017

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jul 08, 2017.

db +Wordsworth Academy, 2101 Pennsylvania Avenue, Ft. Washington, PA 19034-2994
db +Wordsworth Academy, MAILING ADDRESS:, 3300 Henry Avenue, Bldg. 4, 2nd Floor,
Philadelphia, PA 19129-1121

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jul 08, 2017

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on July 6, 2017 at the address(es) listed below:

ANNE M. AARONSON on behalf of Debtor Wordsworth Academy aaronson@dilworthlaw.com,
mdolan@dilworthlaw.com;cchapman-tomlin@dilworthlaw.com;mferrier@dilworthlaw.com
DANIEL R. UTAIN on behalf of Creditor List Associates, L.P. dutain@kaplaw.com,
llapenna@kaplaw.com
JEFFREY KURTZMAN on behalf of Creditor Unit Four Falls Center, L.P.
Kurtzman@kurtzmansteady.com
JENNIFER P. KNOX on behalf of M&T BANK jknox@reedsmith.com
KEVIN P. CALLAHAN on behalf of U.S. Trustee United States Trustee kevin.p.callahan@usdoj.gov
LAWRENCE G. MCMICHAEL on behalf of Debtor Wordsworth Academy lmc michael@dilworthlaw.com,
cpappas@dilworthlaw.com;mdolan@dilworthlaw.com;cct@dilworthlaw.com;amelli-mirza@dilworthlaw.com;m
ferrier@dilworthlaw.com
MEGAN N. HARPER on behalf of Creditor City of philadelphia megan.harper@phila.gov,
james.feighan@phila.gov
PETER C. HUGHES on behalf of Debtor Wordsworth Academy phughes@dilworthlaw.com,
mdolan@dilworthlaw.com;amelli-mirza@dilworthlaw.com
STANTON M. LACKS on behalf of Creditor Debra Lacks blackslaw@comcast.net
United States Trustee USTPRegion03.PH.ECF@usdoj.gov
WILLIAM J. BURNETT on behalf of Interested Party Learn and Play t/a Play and Learn
william.burnett@flastergreenberg.com, william.burnett@ecf.inforuptcy.com

TOTAL: 11

**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)
	:	

**INTERIM AND PROPOSED FINAL ORDER DETERMINING
ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE
UTILITY SERVICES AND SETTING A FINAL HEARING**

Upon the motion (the “Motion”)² of the above-captioned debtors (collectively, the “Debtors”) for the entry of an interim order (the “Interim Order”) and a final order (the “Final Order”) determining adequate assurance of payment for future utility services and the First Day Declaration; 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 jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being 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 set forth in the Motion and Exhibit 1 hereto.

28 U.S.C. § 157(b); venue being proper before this court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having been adequate and appropriate under the circumstances; 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, but not directed, to provide their Utility Providers (listed on Exhibit 1 hereto, which list may be revised and supplemented as set forth herein) with deposits, in an aggregate amount not to exceed \$40,000, as adequate assurance of payment.

3. The Utility Providers are prohibited from altering, refusing or discontinuing service on account of any unpaid prepetition charges or requiring additional adequate assurance of payment other than a deposit equal to two (2) weeks of utility service, calculated based on the historical average over the twelve (12) months before the Petition Date (the “Adequate Assurance Deposit”), in conjunction with the Debtors’ ability to pay for future utility services in the ordinary course of business (collectively, the “Debtors’ Adequate Assurance”), pending entry of the Final Order after a final hearing (the “Final Hearing”) on the Motion or this Interim Order becoming a Final Order as set forth below.

4. A Utility Provider who accepts an Adequate Assurance Deposit shall be deemed to have stipulated that the Adequate Assurance Deposit constitutes adequate assurance of payment to such Utility Provider within the meaning of section 366 of the Bankruptcy Code and such Utility Provider shall be deemed to have waived any right to seek additional adequate assurance during the course of these Chapter 11 Cases.

5. A Utility Provider who is being prepaid for services or who currently holds a deposit equal to or in excess of the amount of the Adequate Assurance Deposit shall be deemed to have stipulated that it has received adequate assurance of payment to such Utility Provider

within the meaning of section 366 of the Bankruptcy Code and such Utility Provider shall be deemed to have waived any right to seek additional adequate assurance during the course of these Chapter 11 Cases.

6. A Utility Provider desiring additional assurances of payment in the form of deposits, prepayments or otherwise must serve a request (an “Additional Assurance Request”) in accordance with the procedures set forth on Exhibit 2 attached hereto (the “Adequate Assurance Procedures”) upon the Debtors and their counsel at the following addresses: (a) Wordsworth Academy, 3300 Henry Avenue, Building four – 2nd Floor, Philadelphia, PA 19129, attn.: Donald Stewart; and (b) Dilworth Paxson LLP, 1500 Market Street, Suite 3500E, Philadelphia, Pennsylvania 19102, Attn: Lawrence G. McMichael.

7. Any Additional Assurance Request must (a) be made in writing, (b) set forth the location for which utility services are provided, (c) include a summary of the Debtors’ payment history relevant to the affected account(s), including any security deposits and (d) explain why the Utility Provider believes the Debtors’ Adequate Assurance is not sufficient adequate assurance of future payment.

8. Upon the Debtors’ receipt of any Additional Assurance Request at the addresses set forth above in this Interim Order, the Debtors shall have the greater of (a) twenty (20) days from the receipt of such Additional Assurance Request or (b) thirty (30) days from the Petition Date (collectively, the “Resolution Period”) to negotiate with such Utility Provider to resolve such Utility Provider’s request for additional assurance of payment.

9. No utility shall alter, suspend or discontinue service to the Debtor in the absence of an Order of the Court permitting it to discontinue service; provided, however, that this Order shall not preclude PECO Energy from altering, suspending or discontinuing service from and

after the 30th day after the Petition Date based on any post-petition default of the Debtors, provided that PECO Energy complies with applicable non-bankruptcy law with respect to such alteration, suspension, or discontinuance of service.

10. The Debtors may, in their discretion, resolve any Additional Assurance Request by mutual agreement with the Utility Provider and without further order of the Court, and may, in connection with any such agreement, in their sole discretion, provide a Utility Provider with additional adequate assurance of payment, including, but not limited to, cash deposits, prepayments, and other forms of security, without further order of this Court if the Debtors believe such additional assurance is reasonable.

11. If the Debtors determine that an Additional Assurance Request is not reasonable and are not able to reach an alternative resolution with the Utility Provider filing such Additional Assurance Request during the Resolution Period, the Debtors, during or immediately after the Resolution Period, will request a hearing before the Court on proper notice to determine the adequacy of assurances of payment with respect to a particular Utility Provider (the “Determination Hearing”) as such term is used in section 366(c)(3) of the Bankruptcy Code.

12. Pending resolution of any such Determination Hearing and entry of a Court order, the Utility Provider filing such Additional Assurance Request shall be prohibited from altering, refusing or discontinuing service to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Debtors’ Adequate Assurance.

13. Any Utility Provider who objects to the Debtors’ Adequate Assurance or the Adequate Assurance Procedures must file an objection (each, a “Procedure Objection”) in accordance with the procedures set forth on Exhibit 2 attached hereto (the “Objection Procedures”).

14. All Utility Providers who do not timely file a Procedure Objection are deemed to consent to the Adequate Assurance Procedures and shall be bound thereby.

15. This Interim Order shall be deemed the Final Order with respect to any Utility Provider that does not either (i) serve an Additional Assurance Request in accordance with the Adequate Assurance Procedures or (ii) file a Procedure Objection prior to the Objection Deadline or the Subsequent Objection Deadline (both defined in the Adequate Assurance Procedures), as applicable.

16. Upon this Interim Order becoming a Final Order with respect to any Utility Provider, the Debtors' Adequate Assurance with respect to such Utility Provider shall be deemed approved on a final basis and shall be deemed adequate assurance of payment as such term is used in section 366 of the Bankruptcy Code.

17. The Final Hearing is set for August 7, 2017 at 11:00 a.m. If this Interim Order is deemed a Final Order with respect to all of the Utility Providers, the Final Hearing will be canceled.

18. A Utility Provider shall be deemed to have adequate assurance of payment within the meaning of section 366 of the Bankruptcy Code unless and until (a) the Debtors, in their sole discretion, agree to an alternative assurance of payment with the Utility Provider or (b) the Court enters an order at the Final Hearing requiring that additional adequate assurance of payment be provided.

19. The Debtors are authorized, in their sole discretion, to amend the utility service list attached hereto as **Exhibit 1** (the "Utility Service List") to add or delete any Utility Provider, and this Interim Order shall apply to any such Utility Provider that is subsequently added to the Utility Service List.

20. The form of the notice of the Final Hearing attached hereto as **Exhibit 3** (the “Final Hearing Notice”) is approved.

21. The Debtors shall serve a copy of the Motion, this Interim Order, and the Final Hearing Notice on each Utility Provider listed on the Utility Service List no later than three (3) business days after the date this Interim Order is entered, and shall similarly serve a copy of the Motion, this Interim Order, and the Final Hearing Notice on each Utility Provider subsequently added by the Debtors to the Utility Service List.

22. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Interim Order in accordance with the Motion.

23. The terms and conditions of this Interim Order shall be immediately effective and enforceable upon its entry.

24. All time periods set forth in this Order shall be calculated in accordance with Rule 9006(a) of the Federal Rules of Bankruptcy Procedure.

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

Dated: **July 6** _____, 2017
Philadelphia, Pennsylvania



United States Bankruptcy Judge

EXHIBIT 1

UTILITY PROVIDERS

Vendor ID	Vendor Name	Address 1	Address 2	City	State	Zip Code
AQUA01	AQUA PA (0348714)	P.O. BOX 1229		NEWARK	NJ	07101-1229
AQUA02	AQUA PA (0031331)	P.O. BOX 1229		NEWARK	NJ	07101-1229
AQUA04	AQUA PA (0035477)	P.O. BOX 1229		NEWARK	NJ	07101-1229
AQUA05	AQUA PA (0031330)	P.O. BOX 1229		NEWARK	NJ	07101-1229
AQUA06	AQUA PA (0035683)	P.O. BOX 1229		NEWARK	NJ	07101
AQUA07	AQUA PA (0035479)	P.O. BOX 1229		NEWARK	NJ	07101-1229
AQUA09	AQUA PA (0031332)	P.O. BOX 1229		NEWARK	NJ	07101-1229
AQUA10	AQUA PA (0035485)	P.O. BOX 1229		NEWARK	NJ	07101-1229
BUCK02	BUCKS CO. WATER & SEWER 54800	P O BOX 3333		HARLEYSVILLE	PA	19438-0900
BUCK04	BUCKS CO. WATER & SEWER 54600	P O BOX 3333		HARLEYSVILLE	PA	19438-0900
BUCK05	BUCKS CO. WATER & SEWER 54700	P O BOX 3333		HARLEYSVILLE	PA	19438-0900
COMC01	COMCAST 8499 10 255 0126044	P O BOX 3001		SOUTHEASTERN	PA	19398-3001
COMC02	COMCAST 8499 10 255 0126952	P O BOX 3001		SOUTHEASTERN	PA	19398-3001
COMC03	COMCAST 8499 10 013 0021669	P O BOX 3001		SOUTHEASTERN	PA	19398-3001
COMC04	COMCAST 8499 10 255 0122399	P O BOX 3001		SOUTHEASTERN	PA	19398-3001
COMC05	COMCAST 8499 10 013 0021974	P O BOX 3001		SOUTHEASTERN	PA	19398-3001
COMC09	COMCAST 930000875	P.O. BOX 37601		PHILA	PA	19101-0601
COMC11	COMCAST 8499 10 016 0021589	P.O. BOX 3001		SOUTHEASTERN	PA	19398-3001
COMC12	COMCAST 8499 10 016 0022314	PO BOX 3001		SOUTHEASTERN	PA	19398-3001
COMC13	COMCAST 8499 10 008 0696452	PO BOX 3001		SOUTHEASTERN	PA	19398-3001
COMC14	COMCAST 8499 10 011 0665329	PO BOX 3001		SOUTHEASTERN	PA	19398-3001
EVOL00	EVOLVEIP	P.O. BOX 1023		SOUTHEASTERN	PA	19398-1023
HERI00	HERITAGE BUSINESS SYSTEMS INC	PO BOX 684		PENNSAUKEN	NJ	08110
PAET00	PAETEC	P O BOX 9001013		LOUISVILLE	KY	40290-1013
PECO00	PECO ENERGY (AFBS/CUA)	P O BOX 37629		PHILADELPHIA	PA	19101
PECO05	PECO ENERGY (39224-00302)	Payment Processing	PO BOX 37629	PHILADELPHIA	PA	19101-0629
PECO06	PECO ENERGY (05302-00200)	Payment Processing	PO BOX 37629	PHILADELPHIA	PA	19101-0629
PHIL37	Philadelphia Gas Works 0858908932	PO Box 11700		Newark	NJ	07101-4700
PITN00	PITNEY BOWES GLOBAL FINANCIAL SERVICES, LLC		P O BOX 371887	PITTSBURGH	PA	15250-7887
PITN04	PURCHASE POWER (0425-5927)	P.O. BOX 371874		PITTSBURGH	PA	15250
PITN06	PURCHASE POWER (0922-4689)	P.O. BOX 371874		Pittsburgh	PA	15250-7874
SUBU01	SUBURBAN PROPANE	P.O. BOX J		WHIPPANY	NJ	07981
VERI07	VERIZON WIRELESS (720490824-00001)	P O BOX 25505		LEHIGH VALLEY	PA	18002-5505
VERI38	VERIZON (215-877-0171 641 89Y)	P O BOX 15124		ALBANY	NY	12212
VERI40	VERIZON (215 619-8981 941 86Y)	P O BOX 15124		ALBANY	NY	12212-5026
VERI41	VERIZON WIRELESS (720490824-00002)	P.O. BOX 25505		LEHIGH VALLEY	PA	18002-5505
VERI42	VERIZON WIRELESS (720490824-00007)	P.O. BOX 25505		LEHIGH VALLEY	PA	18002
VERI43	VERIZON FIOS 8296014539 DO NOT USE	PO BOX 920041		DALLAS	TX	75392-0041
VERI44	VERIZON 215844302814340Y	PO BOX 15124		ALBANY	NY	12212-5124

VERI45	VERIZON 652-153-946-0001-53 FIOS HENRY AVE	PO BOX 15124	Albany	NY	12212-5124
WELL05	Well Fargo 90136590653	P.O. BOX 70239	PHILADELPHIA	PA	19178-0239
WELL07	Wells Fargo 90136508648	PO Box 70239	Philadelphia	PA	19178
WELL08	Wells Fargo 90136508359	PO Box 70239	Philadelphia	PA	19176-0239
WELL09	Wells Fargo 90136574155	PO BOX 70239	PHILADELPHIA	PA	19176-0239

EXHIBIT 2

**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)

**DEBTORS' ADEQUATE ASSURANCE
PROCEDURES AND OBJECTION PROCEDURES**

On June 30, 2017 (the "Petition Date"), the above-captioned debtors (collectively, the "Debtors") filed chapter 11 petitions commencing chapter 11 cases under the Bankruptcy Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Eastern District of Pennsylvania (the "Bankruptcy Court"). The Debtors have filed the Motion of the Debtors for Entry of Interim and Final Orders Determining Adequate Assurance of Payment for Future Utility Services, (the "Motion").² On **July __, 2017**, the Bankruptcy Court entered the Interim and Proposed Final Order Determining Adequate Assurance of Payment for Future Utility Services and Setting a Final Hearing (the "Interim Order"). Pursuant to the Interim Order, the Bankruptcy Court approved the Debtors' proposed adequate assurance, the procedures for utility providers to request additional or different adequate assurance and the procedures by which a utility provider may object to the Debtors' adequate assurance or adequate assurance procedures (collectively, the "Adequate Assurance Procedures") as set forth herein.

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 ascribed to them in the Motion.

1. Debtors' Adequate Assurance

- A. The Debtors will provide a deposit equal to two (2) weeks of utility service, calculated based on the historical average over the twelve (12) months before the Petition Date (the "Adequate Assurance Deposit," and in conjunction with the Debtors' ability to pay for future utility services in the ordinary course of business, the "Debtors' Adequate Assurance"), to any utility which requests such Adequate Assurance Deposit in writing (as such term is used in section 366 of the Bankruptcy Code, collectively, the "Utility Providers"), provided that such Utility Provider does not already hold a deposit equal to or greater than two (2) weeks of utility services and provided further that such Utility Provider is not currently paid in advance for its services.
- B. As a condition of requesting and accepting an Adequate Assurance Deposit, the requesting Utility Provider shall be deemed to have stipulated that the Adequate Assurance Deposit constitutes adequate assurance of payment to such Utility Provider within the meaning of section 366 of the Bankruptcy Code and shall further be deemed to have waived any right to seek additional adequate assurance during the course of these chapter 11 cases.

2. Adequate Assurance Procedures

- A. Absent compliance with these Adequate Assurance Procedures, the Utility Providers are prohibited from altering, refusing or discontinuing service on account of any unpaid prepetition charges or requiring additional adequate assurance of payment other than the Debtors' Adequate Assurance pending entry of a final order approving the Motion or the Interim Order becoming a final order approving the Motion (the "Final Order").
- B. Any Utility Provider desiring additional assurances of payment in the form of deposits, prepayments or otherwise must serve a request (an "Additional Assurance Request") so that it is received by the Debtors and their counsel at the following addresses: (a) Wordsworth Academy, 3300 Henry Avenue, Building Four- 2nd Floor, Philadelphia, PA 19129, Attn: Donald Stewart; and (b) Dilworth Paxson LLP, 1500 Market Street, Suite 3500E, Philadelphia, Pennsylvania, Attn: Lawrence G. McMichael (collectively, the "Notice Parties").
- C. Any Additional Assurance Request must (a) be made in writing, (b) set forth the location for which utility services are provided, (c) include a summary of the Debtors' payment history relevant to the affected account(s), including any security deposits, and (d) explain why the Utility Provider believes the Debtors' Adequate Assurance is not sufficient adequate assurance of future payment.
- D. Upon the Notice Parties' receipt of any Additional Assurance Request at the addresses set forth above, the Debtors shall have the greater of (a) twenty (20) days from the receipt of such Additional Assurance Request, or (b) thirty (30) days from the Petition Date (collectively, the "Resolution Period") to negotiate

with such Utility Provider to resolve such Utility Provider's request for additional assurance of payment.

- E. The Debtors may, in their sole discretion, resolve any Additional Assurance Request by mutual agreement with the Utility Provider and without further order of the Court, and may, in connection with any such agreement, in their sole discretion, provide a Utility Provider with additional adequate assurance of future payment, including, but not limited to, cash deposits, prepayments, and other forms of security, without further order of the Bankruptcy Court if the Debtors believe such additional assurance is reasonable.
- F. If the Debtors determine that the Additional Assurance Request is not reasonable and are not able to reach an alternative resolution with the Utility Provider during the Resolution Period, the Debtors, during or immediately after the Resolution Period, will request a hearing before the Bankruptcy Court to determine the adequacy of assurances of payment with respect to a particular Utility Provider (the "Determination Hearing") pursuant to section 366(c)(3) of the Bankruptcy Code.
- G. Pending resolution of any such Determination Hearing and entry of an order by the Bankruptcy Court, the Utility Provider filing such Additional Assurance Request shall be prohibited from altering, refusing, or discontinuing service to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Debtors' Adequate Assurance.

3. **Objection Procedures**

- A. The Final Hearing approving the Motion is set for _____, 2017 at _____ .m. Eastern Time.
- B. Any Utility Provider that objects to the Debtors' Adequate Assurance outlined herein must file and serve an objection (a "Procedure Objection") so that it is actually received by the Notice Parties no later than three (3) business days before the Final Hearing (the "Objection Deadline").
- C. Any Procedure Objection must (a) be made in writing, (b) set forth the location for which utility services are provided, (c) include a summary of the Debtors' payment history relevant to the affected account(s), including any security deposits, and (d) explain why the Utility Provider believes the Debtors' Adequate Assurance is not sufficient adequate assurance of future payment.
- D. The Debtors may, in their sole discretion, resolve any Procedure Objection by mutual agreement with the Utility Provider and without further order of the Bankruptcy Court, and may, in connection with any such agreement, in their sole discretion, provide a Utility Provider with additional adequate assurance of future payment, including, but not limited to, cash deposits, prepayments, and other forms of security, without further order of the Bankruptcy Court if the Debtors believe such additional assurance is reasonable.

- E. If the Debtors determine that the Procedure Objection is not reasonable and are not able to reach a prompt alternative resolution with the Utility Provider filing such Procedure Request, the Procedure Objection will be heard at the Final Hearing.
- F. All Utility Providers who do not timely file a Procedure Objection are deemed to consent to the Adequate Assurance Procedures and shall be bound thereby. The Interim Order shall be deemed the Final Order with respect to any Utility Provider that does not either (i) serve an Additional Assurance Request in accordance with the Adequate Assurance Procedures, or (ii) file a Procedure Objection prior to the Objection Deadline or the Subsequent Objection Deadline, as applicable.

4. Subsequent Modifications

- A. The terms of the Interim Order and Final Order apply to any subsequently identified Utility Provider. For those Utility Providers that are subsequently added to **Exhibit 1** attached to the Interim Order (the “Utility Service List”), the Debtors will serve a copy of the Motion, the Interim Order or Final Order, as appropriate, the applicable portion of the Utility Service List and the Final Hearing Notice on such subsequently added Utility Provider. Such subsequently added entities would then have 20 days from service of the Motion, the Interim Order or Final Order, as appropriate, the applicable portion of the Utility Service List and the Final Hearing Notice to make an objection (the “Subsequent Objection Deadline” and with the Objection Deadline, the “Deadlines”).

EXHIBIT 3

**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)

**NOTICE OF FINAL HEARING ON THE MOTION OF THE
DEBTORS FOR ENTRY OF INTERIM AND FINAL ORDERS
DETERMINING ADEQUATE ASSURANCE OF FUTURE UTILITY SERVICES**

Commencement of Chapter 11 Cases: On June 30, 2017, the above-captioned debtors (collectively, the “Debtors”) filed chapter 11 petitions commencing chapter 11 cases under the Bankruptcy Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Eastern District of Pennsylvania (the “Bankruptcy Court”).

Debtors’ Adequate Assurance and Objection Procedures: On June 30, 2017, the Debtors filed the Motion of the Debtors for Entry of Interim and Final Orders Determining Adequate Assurance of Payment for Future Utility Services (the “Motion”). On **July __, 2017**, the Bankruptcy Court entered the Interim Order and Proposed Final Order Determining Adequate Assurance of Payment for Future Utility Services (the “Interim Order,” a copy of which is attached hereto).

Pursuant to the Interim Order, the Bankruptcy Court conditionally approved the adequate assurance of payment (the “Debtors’ Adequate Assurance”), the procedures for utilities (as such

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.

term is used in section 366 of the Bankruptcy Code, collectively, the “Utility Providers”) to request additional or different adequate assurance and the objection procedures (the “Adequate Assurance Procedures”), all as set forth on **Exhibit 2** annexed to the Interim Order attached hereto, and deemed that all Utility Providers have received adequate assurance of payment pursuant to section 366 of the Bankruptcy Code.

You are receiving this notice because your rights may be affected by the Interim Order. If you have been identified by the Debtors as a Utility Provider, the information listed for the Utility Provider receiving this notice is listed in the table attached.

Vendor ID	Vendor Name	Address 1	Address 2	City	State	Zip Code
AQUA01	AQUA PA (0348714)	P.O. BOX 1229		NEWARK	NJ	07101-1229
AQUA02	AQUA PA (0031331)	P.O. BOX 1229		NEWARK	NJ	07101-1229
AQUA04	AQUA PA (0035477)	P.O. BOX 1229		NEWARK	NJ	07101-1229
AQUA05	AQUA PA (0031330)	P.O. BOX 1229		NEWARK	NJ	07101-1229
AQUA06	AQUA PA (0035683)	P.O. BOX 1229		NEWARK	NJ	07101
AQUA07	AQUA PA (0035479)	P.O. BOX 1229		NEWARK	NJ	07101-1229
AQUA09	AQUA PA (0031332)	P.O. BOX 1229		NEWARK	NJ	07101-1229
AQUA10	AQUA PA (0035485)	P.O. BOX 1229		NEWARK	NJ	07101-1229
BUCK02	BUCKS CO. WATER & SEWER 54800	P O BOX 3333		HARLEYSVILLE	PA	19438-0900
BUCK04	BUCKS CO. WATER & SEWER 54600	P O BOX 3333		HARLEYSVILLE	PA	19438-0900
BUCK05	BUCKS CO. WATER & SEWER 54700	P O BOX 3333		HARLEYSVILLE	PA	19438-0900
COMC01	COMCAST 8499 10 255 0126044	P O BOX 3001		SOUTHEASTERN	PA	19398-3001
COMC02	COMCAST 8499 10 255 0126952	P O BOX 3001		SOUTHEASTERN	PA	19398-3001
COMC03	COMCAST 8499 10 013 0021669	P O BOX 3001		SOUTHEASTERN	PA	19398-3001
COMC04	COMCAST 8499 10 255 0122399	P O BOX 3001		SOUTHEASTERN	PA	19398-3001
COMC05	COMCAST 8499 10 013 0021974	P O BOX 3001		SOUTHEASTERN	PA	19398-3001
COMC09	COMCAST 930000875	P.O. BOX 37601		PHILA	PA	19101-0601
COMC11	COMCAST 8499 10 016 0021589	P.O. BOX 3001		SOUTHEASTERN	PA	19398-3001
COMC12	COMCAST 8499 10 016 0022314	PO BOX 3001		SOUTHEASTERN	PA	19398-3001
COMC13	COMCAST 8499 10 008 0696452	PO BOX 3001		SOUTHEASTERN	PA	19398-3001
COMC14	COMCAST 8499 10 011 0665329	PO BOX 3001		SOUTHEASTERN	PA	19398-3001
EVOL00	EVOLVEIP	P.O. BOX 1023		SOUTHEASTERN	PA	19398-1023
HERI00	HERITAGE BUSINESS SYSTEMS INC	PO BOX 684		PENNSAUKEN	NJ	08110
PAET00	PAETEC	P O BOX 9001013		LOUISVILLE	KY	40290-1013
PECO00	PECO ENERGY (AFBS/CUA)	P O BOX 37629		PHILADELPHIA	PA	19101
PECO05	PECO ENERGY (39224-00302)	Payment Processing	PO BOX 37629	PHILADELPHIA	PA	19101-0629
PECO06	PECO ENERGY (05302-00200)	Payment Processing	PO BOX 37629	PHILADELPHIA	PA	19101-0629
PHIL37	Philadelphia Gas Works 0858908932	PO Box 11700		Newark	NJ	07101-4700
PITN00	PITNEY BOWES GLOBAL FINANCIAL SERVICES, LLC		P O BOX 371887	PITTSBURGH	PA	15250-7887
PITN04	PURCHASE POWER (0425-5927)	P.O. BOX 371874		PITTSBURGH	PA	15250
PITN06	PURCHASE POWER (0922-4689)	P.O. BOX 371874		Pittsburgh	PA	15250-7874
SUBU01	SUBURBAN PROPANE	P.O. BOX J		WHIPPANY	NJ	07981
VERI07	VERIZON WIRELESS (720490824-00001)	P O BOX 25505		LEHIGH VALLEY	PA	18002-5505
VERI38	VERIZON (215-877-0171 641 89Y)	P O BOX 15124		ALBANY	NY	12212
VERI40	VERIZON (215 619-8981 941 86Y)	P O BOX 15124		ALBANY	NY	12212-5026
VERI41	VERIZON WIRELESS (720490824-00002)	P.O. BOX 25505		LEHIGH VALLEY	PA	18002-5505
VERI42	VERIZON WIRELESS (720490824-00007)	P.O. BOX 25505		LEHIGH VALLEY	PA	18002
VERI43	VERIZON FIOS 8296014539 DO NOT USE	PO BOX 920041		DALLAS	TX	75392-0041
VERI44	VERIZON 215844302814340Y	PO BOX 15124		ALBANY	NY	12212-5124

VERI45	VERIZON 652-153-946-0001-53 FIOS HENRY AVE	PO BOX 15124	Albany	NY	12212-5124
WELL05	Well Fargo 90136590653	P.O. BOX 70239	PHILADELPHIA	PA	19178-0239
WELL07	Wells Fargo 90136508648	PO Box 70239	Philadelphia	PA	19178
WELL08	Wells Fargo 90136508359	PO Box 70239	Philadelphia	PA	19176-0239
WELL09	Wells Fargo 90136574155	PO BOX 70239	PHILADELPHIA	PA	19176-0239

The final hearing (the “Final Hearing”) on the relief requested in the Motion shall commence on _____, 2017 at _____ a.m. Eastern Time.

Pursuant to the Adequate Assurance Procedures, any objections to the Motion must be actually received no later than three (3) business days before the Final Hearing (the “Objection Deadline”) by the Debtors and their counsel at the following addresses: (a) Wordsworth Academy, 3300 Henry Avenue, Building 4 – Second Floor, Philadelphia PA 19129, Attn: Donald Stewart; and (b) Dilworth Paxson LLP, 1500 Market Street, Suite 3500E, Philadelphia, Pennsylvania 19102, Attn: Lawrence G. McMichael (collectively, the “Notice Parties”).

ANY UTILITY PROVIDER WHO FAILS TO FILE A TIMELY OBJECTION TO THE MOTION IN ACCORDANCE WITH THE ADEQUATE ASSURANCE PROCEDURES IS DEEMED TO CONSENT TO THE ADEQUATE ASSURANCE PROCEDURES AND SHALL BE BOUND BY THE FINAL ORDER APPROVING THE MOTION.

Neither the Debtors’ counsel nor the Bankruptcy Court Clerk’s Office can give you legal advice. You may wish to consult an attorney to protect your rights.

Dated: _____, 2017
Philadelphia, Pennsylvania

/s/ Lawrence G. McMichael

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Peter C. Hughes
Anne M. Aaronson
1500 Market St., Suite 3500E
Philadelphia, PA 19102
Telephone: (215) 575-7000
Facsimile: (215) 575-7200

*Proposed Counsel for the Debtors and Debtors
in Possession*