

EXHIBIT A

[Proposed Order]

**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
	:	

ORDER AUTHORIZING THE RETENTION AND COMPENSATION OF CERTAIN PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS

Upon the motion (the “Motion”)² of the above-captioned Debtors for the entry of an order authorizing the Debtors to retain and compensate certain professionals utilized in the ordinary course of their business; it appearing that the relief requested is in the best interests of the estates of the Debtors, 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 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 required, to retain and pay reasonable fees and expenses for the services of various attorneys, accountants, and other professionals in the ordinary course of their business (each, an “OCP” and, collectively, the “OCPs”) in accordance with the procedures described 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 set forth in the Motion.

3. The procedures for the retention and compensation of OCPs set forth on **Exhibit 1** attached hereto are hereby approved.

4. The form of declaration regarding disinterestedness set forth on **Exhibit 2** attached hereto is hereby approved.

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

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

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

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

Dated: _____, 2017
Philadelphia, Pennsylvania

The Honorable Ashley M. Chan
United States Bankruptcy Judge

Exhibit 1 (to Order)

[OCP Procedures]

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

In re:	:	Chapter 11
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Wordsworth Academy, <i>et al.</i> , ¹	:	Case No. 17- 14463 (AMC)
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Debtors.	:	Jointly Administered
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**RETENTION AND COMPENSATION
PROCEDURES FOR ORDINARY COURSE PROFESSIONALS**

The following procedures (the “OCP Procedures”) shall govern the retention of professionals retained by the Debtors in the ordinary course of business (each, an “OCP”):²

- a. Each OCP shall file with the Court and serve a declaration regarding disinterestedness (each, a “Declaration Regarding Disinterestedness”) substantially in the form attached hereto as **Exhibit 2** upon: (i) Wordsworth Academy, 3300 Henry Avenue, Philadelphia, PA 19129, attn.: Donald Stewart (ii) Dilworth Paxson LLP, 1500 Market Street Suite 3500E, Philadelphia, PA 19102, attn: Lawrence G. McMichael; (iii) the Office of the United States Trustee for the Eastern District of Pennsylvania and (iv) Cullen and Dykman LLP, One Riverfront Plaza, Newark, New Jersey 07102, attn: S. Jason Teele (collectively, the “Notice Parties”).
- b. The Notice Parties shall have fourteen (14) days after the filing and service of a Declaration Regarding Disinterestedness to object to the retention of the OCP filing such Declaration Regarding Disinterestedness (the “Objection Deadline”). Any objecting party shall serve its objection upon the Notice Parties and the relevant OCP on or before the Objection Deadline. If an objection cannot be resolved within ten (10) days after the Objection is filed, then the retention of the OCP that is the subject of the objection shall be scheduled for hearing by the Debtors at the next regularly scheduled omnibus hearing date that is no less than twenty-one (21) days from that date or on a date otherwise agreeable to the parties. The Debtors shall not be authorized to retain and pay such OCP until all

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² Except as authorized by the Court, the OCP Procedures shall not apply to professionals retained by the Debtors pursuant to separate orders of the Court.

outstanding objections have been withdrawn, resolved or overruled by order of the Court.

- c. If no objection with respect to an OCP is received from any of the Notice Parties by the Objection Deadline, then the Debtors shall be authorized to retain and pay that OCP in accordance with these OCP Procedures.
- d. The Debtors are authorized to retain an OCP and pay such OCP, without formal application to the Court by any OCP, 100% of fees and disbursements to each of the OCPs retained by the Debtors after such OCP: (i) files with the Court and serves upon the Notice Parties a Declaration Regarding Disinterestedness for which the Objection Deadline lapses and no objections are pending; and (ii) submits to the Debtors, as appropriate, an invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date; provided that, while these Chapter 11 Cases are pending, each OCP's fees, excluding costs and disbursements, do not exceed \$50,000 per month and \$250,000 in total. (the "OCP Cap"). Such authorization to pay the OCP's shall be granted nunc pro tunc to the Petition Date.
- e. If an OCP exceeds the OCP Cap, on or before the final day of the month following the month for which compensation is sought, the relevant OCP shall submit a monthly statement (each, a "Monthly Statement") to the Notice Parties; provided, however, the Debtors may pay such OCP the amount of the OCP Cap for the month at issue. The Monthly Statement shall include reasonably detailed invoices indicating the nature of the services rendered with fees and expenses calculated in accordance with such OCP's standard billing practices.
- f. The Notice Parties shall have fourteen (14) days after the service of a Monthly Statement to object to the fees requested therein (the "Fee Objection Deadline"). Any objecting party shall serve its objection upon the Notice Parties and the relevant OCP on or before the Fee Objection Deadline. If an objection cannot be resolved within ten (10) days after the Fee Objection Deadline, then the OCP whose Monthly Statement was objected to will be required to submit a formal application for compensation to the Court for the disputed fees and expenses and the matter shall be scheduled for a hearing by the Debtors at the next regularly scheduled omnibus hearing date that is no less than twenty-one (21) days from that date or on a date otherwise agreeable to the parties. If no objection to a Monthly Statement is received on or before the Fee Objection Deadline, the Notice Parties will be deemed to have waived their right to object and the Debtors shall pay the amounts in such Monthly Statement.
- g. At three-month intervals during the pendency of these Chapter 11 Cases (each, a "Quarter"), the Debtors shall file with the Court and serve on the

Notice Parties, no later than thirty (30) days after the close of such Quarter, a statement that shall include the following information for each OCP: (i) the name of the OCP; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that OCP during the reported Quarter; (iii) all postpetition payments made to that OCP to date; and (iv) a general description of the services rendered by that OCP.

- h. The Debtors reserve the right to retain additional OCPs from time to time during these Chapter 11 Cases by: (i) including such OCPs on an amended version of **Exhibit B** attached to the Motion that is filed with the Court and served on the Notice Parties; and (ii) having such OCPs comply with the OCP Procedures.

Exhibit 2 (to Order)

[Declaration Regarding Disinterestedness]

**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
	:	

**DECLARATION REGARDING DISINTERESTEDNESS OF [OCP] IN
SUPPORT OF RETENTION AS ORDINARY COURSE PROFESSIONAL**

_____ being duly sworn, upon **[his/her]** oath, deposes and says:

1. I am a _____ of _____, located at _____ (the “Company”).
2. The above-captioned debtors and debtors in possession (collectively, the “Debtors”) have requested that the Company provide **[describe services]** to the Debtors and the Company has consented to provide such services.
3. The Company may have performed services in the past, may currently perform services and may perform services in the future, in matters unrelated to these Chapter 11 Cases, for persons that are parties in interest in these Chapter 11 Cases. The Company does not perform services for any such person in connection with these Chapter 11 Cases or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates.

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4. As part of its customary practice, the Company is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be retained by the Debtors, claimants and parties in interest in these Chapter 11 Cases.

5. Neither I nor any principal, partner, director or officer of, or professional retained by, the Company, has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Company.

6. Neither I nor any principal, partner, director or officer of, or professional retained by, the Company, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Company is to be retained.

7. The Debtors owe the Company [\$_____] for prepetition services, the payment of which is subject to limitations contained in the Bankruptcy Code, 11 U.S.C. §§ 101 *et seq.*

8. **[As of the Petition Date, the Company was party to an agreement for indemnification with certain of the Debtors, attached hereto as Exhibit A to this Declaration.]**

9. The Company is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its retention, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on _____, 2017

By: _____
Name: _____

Exhibit A (to Declaration Regarding Disinterestedness)

[Indemnification Agreement]