

**Exhibit A**

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

In re:

WORDSWORTH ACADEMY, *et al* <sup>1</sup>,

Debtors.

Chapter 11

Case No. 17-14463 (AMC)

**DECLARATION OF WAYNE R. WALKER IN SUPPORT OF THE  
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR AN ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT  
AND RETENTION OF WALKER NELL PARTNERS, INC. AS ITS  
FINANCIAL ADVISOR EFFECTIVE AS OF JULY 17, 2017**

Wayne R. Walker hereby declares, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a partner of Walker Nell Partners, Inc. ("**Walker Nell**"), which maintains offices at 1515 Market Street, Suite 820, Philadelphia, Pennsylvania 19102. I am an attorney licensed by the State of Georgia.

2. This Declaration is submitted in support of the application (the "**Application**") of the Official Committee of Unsecured Creditors (the "**Committee**") appointed in the bankruptcy cases (the "**Chapter 11 Cases**") of the above-captioned debtors and debtors-in-possession (collectively, the "**Debtors**") for entry of an order authorizing and approving the Committee's employment and retention of Walker Nell as financial advisor to the Committee, effective as of July 17, 2017.

3. The professional services that Walker Nell will provide to the Committee include, but are not limited to:

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<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.

- (a) Analyze the financial operations of the Debtors pre- and post-petition, as necessary;
- (b) Analyze the financial ramifications of any proposed transactions for which the Debtors seek Bankruptcy Court approval;
- (c) Conduct any requested financial analysis including verifying the material assets and liabilities of the Debtors, as necessary, and their values;
- (d) Assist the Committee in its review of monthly statements of operations submitted by the Debtors;
- (e) Perform claims analysis for the Committee;
- (f) Assist the Committee in its evaluation of cash flow and/or other projections prepared by the Debtors;
- (g) Scrutinize cash disbursements on an on-going basis for the period subsequent to the commencement of the Chapter 11 Cases;
- (h) Perform forensic investigating services, as requested by the Committee and counsel, regarding pre-petition activities of the Debtors in order to identify potential causes of action, including investigating intercompany transfers, improvements in position, and fraudulent transfers;
- (i) Analyze transactions with insiders, related and/or affiliated companies;
- (j) Analyze transactions with the Debtors' financing institutions;
- (k) Attend meetings of creditors and conference calls with representatives of the creditor groups and their counsel;
- (l) Prepare certain valuation analyses of the Debtors' businesses and assets using various professionally accepted methodologies;
- (m) As needed, prepare alternative business projections relating to the valuation of the Debtors' business enterprise;
- (n) Assist the Committee in its review of the financial aspects of a plan of reorganization or liquidation submitted by the Debtors and perform any related analyses, specifically including liquidation analyses and feasibility analyses and evaluate best exit strategy;
- (o) Assist counsel in preparing for any depositions and testimony, as well as prepare for and provide expert testimony at depositions and court hearings, as requested;

- (p) Assist counsel in evaluating any tax issues that may arise if necessary; and
- (q) Perform other necessary services as the Committee or the Committee's counsel may request from time to time with respect to the financial, business and economic issues that may arise.

4. As of the date of this Declaration, Walker Nell has not received a retainer or any compensation in connection with its proposed representation of the Committee in these Chapter 11 Cases.

5. Subject to the Court's approval and pursuant to sections 328, 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the rules and other procedures which this Court may fix, and the Guidelines promulgated by the United States Trustee, the Committee requests that Walker Nell be compensated on an hourly basis, plus reimbursement of the actual and necessary expenses that Walker Nell incurs in accordance with the ordinary and customary rates which are in effect on the date the services are rendered.

6. Walker Nell's current standard hourly rates are:

Partners: \$

Associates: \$

Paraprofessionals: \$

7. The hourly rates for Walker Nell's professionals are subject to periodic increase in the normal course of Walker Nell's business to reflect changes in responsibilities, increased experience and increased cost of doing business. These rates are set at a level designed to fairly compensate Walker Nell for the work of its professionals and paraprofessionals and to cover fixed and routine overhead expenses. The particular professionals and paraprofessional assigned to the Chapter 11 Cases will, from time-to-time vary based upon the needs of the engagement. All such professionals will bill at Walker Nell's regular hourly rate for work of this nature.

8. Walker Nell will advise the Committee, Debtors and the United States Trustee of any increases in its hourly rates over and above the rates contained in this Application.

9. It is Walker Nell's policy to charge its clients in all areas of practice for all other reasonable out-of-pocket expenses incurred in connection with the client's engagement. The expenses charged to clients include photocopying charges, facsimile charges, travel expenses, report reproduction, and delivery service, among others.

10. In connection with its proposed retention by the Committee in these Chapter 11 Cases, Walker Nell undertook to determine whether it had any contacts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors' estates with respect to the matters on which it will be engaged. Walker Nell obtained the names of individuals and entities that may be parties in interest in these Chapter 11 Cases from the Debtors and such parties are listed on Schedule 1 attached hereto (the "**Interested Parties List**"). Walker Nell has searched on its electronic database for its connections to the entities listed on the Interested Parties List.

11. Attached hereto as Schedule 2 is a list of parties who appear on the Interested Parties List who Walker Nell may currently represent or previously represented on matters wholly unrelated to these Chapter 11 Cases.

12. To the best of my knowledge, none of the entities from the Interested Parties List that appear on Schedule 2 represent one percent (1%) or more of Walker Nell's gross revenue in calendar years 2015, 2016 or calendar year to date for 2017.

13. Except as disclosed herein, neither I, Walker Nell, nor any associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, the United States Trustee

for the Region 3, any person employed in the Office of the United States Trustee for the Eastern District of Pennsylvania, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Eastern District of Pennsylvania.

14. Walker Nell does not represent the Debtors or any of the current officers and members of the Debtors' Boards of Trustees that are identified on the Interested Parties List.

15. The proposed employment of Walker Nell is not prohibited by, or improper under, Bankruptcy Rule 5002. Walker Nell and the professionals it employs are qualified to represent the Committee in matters for which Walker Nell is proposed to be employed.

16. To the best of my knowledge, after diligent inquiry, Walker Nell is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as Walker Nell, its partners and associates (a) are not creditors, equity security holders, or insiders of the Debtors; (b) are not and were not, within two (2) years before the date of the filing of the Debtors' chapter 11 petitions, a director, officer, or employee of the Debtors; and (c) do not represent or hold an interest adverse to the interests of the Debtors' estates with respect to the matters in which Walker Nell is proposed to be employed.

17. Walker Nell has a diversified practice that encompasses the representation of, and representations adverse to, many entities and individuals, some of which are or may consider themselves to be creditors or parties in interest in the Chapter 11 Cases, or otherwise to have interests in these cases.

18. In addition, due to Walker Nell's diverse clientele, Walker Nell may represent, and may in the future represent, creditors of the Debtors or their affiliates who have not yet been disclosed by the Debtors, in matters unrelated to the Debtors, their affiliates, or these Chapter 11 Cases.

19. Walker Nell, from time to time, may work with, represent, engage, and receive referrals from the attorneys and financial advisors or consultants retained by the Debtors, the Committee, or creditors of the Debtors.

20. Walker Nell will not represent any person or entity other than the Committee in matters related to these Chapter 11 Cases.

21. No promises have been received by Walker Nell or any partner or associate thereof as to payment or compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code. Walker Nell has no agreement with any other entity to share any compensation received by Walker Nell in connection with these Chapter 11 Cases.

22. The foregoing constitutes the statement of Walker Nell pursuant to Bankruptcy Rule 2014.

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

Dated: July 28, 2017

/s/ Wayne R. Walker  
Wayne R. Walker

**Schedule 1**

**Interested Parties List**



**Schedule 2**

**Relationships with Interested Parties**

<b>Name of Entity Searched</b>	<b>Relationship to Debtors</b>	<b>Nature of Representation</b>