

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 2  
Total Noticed: 2

Date Rcvd: Aug 17, 2017

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Aug 19, 2017.

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

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: Aug 19, 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 August 17, 2017 at the address(es) listed below:

ANNE M. AARONSON on behalf of Debtor Wordsworth CUA 10, LLC aaronson@dilworthlaw.com, mdolan@dilworthlaw.com;cchapman-tomlin@dilworthlaw.com;mferrier@dilworthlaw.com  
ANNE M. AARONSON on behalf of Debtor Wordsworth Academy aaronson@dilworthlaw.com, mdolan@dilworthlaw.com;cchapman-tomlin@dilworthlaw.com;mferrier@dilworthlaw.com  
CARLA ARIAS on behalf of Commonwealth of PA UCTS carias@pa.gov  
CHRISTOPHER R. MOMJIAN on behalf of Creditor Commonwealth of Pennsylvania Department of Revenue crmomjian@attorneygeneral.gov  
DANIEL R. UTAIN on behalf of Creditor List Associates, L.P. dutain@kaplaw.com, llapenna@kaplaw.com  
HOLLY ELIZABETH SMITH on behalf of Creditor Children's Choice, Inc. hsmith@gsbblaw.com  
JAMES J. HOLMAN on behalf of PUBLIC HEALTH MANAGEMENT CORPORATION jjholman@duanemorris.com  
JEFFREY KURTZMAN on behalf of Creditor Unit Four Falls Center, L.P. Kurtzman@kurtzmansteady.com  
JEFFREY S. CIANCIULLI on behalf of Creditor Official Committee of Unsecured Creditors of Wordsworth Academy, et al jcianciulli@weirpartners.com, thall@weirpartners.com  
JEFFREY S. CIANCIULLI on behalf of Debtor Wordsworth Academy jcianciulli@weirpartners.com, thall@weirpartners.com  
JENNIFER P. KNOX on behalf of M&T BANK jknox@reedsmith.com  
JENNIFER P. KNOX on behalf of Creditor 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 CUA 10, LLC lmc michael@dilworthlaw.com, cpappas@dilworthlaw.com;mdolan@dilworthlaw.com;amelli-mirza@dilworthlaw.com;mferrier@dilworthlaw.com  
LAWRENCE G. MCMICHAEL on behalf of Debtor Wordsworth Academy lmc michael@dilworthlaw.com, cpappas@dilworthlaw.com;mdolan@dilworthlaw.com;amelli-mirza@dilworthlaw.com;mferrier@dilworthlaw.com  
LOUIS I. LIPSKY on behalf of Marvin Canady LLipsky@lipskybrandt.com, mcoste@lipskybrandt.com  
LOUIS I. LIPSKY on behalf of Brooke Diggs LLipsky@lipskybrandt.com, mcoste@lipskybrandt.com  
MARK J. DORVAL on behalf of Creditor Catholic Social Services of the Archdiocese of Philadelphia mdorval@stradley.com  
MEGAN N. HARPER on behalf of Creditor City of Philadelphia megan.harper@phila.gov, james.feighan@phila.gov  
MICHAEL R LASTOWSKI on behalf of PUBLIC HEALTH MANAGEMENT CORPORATION mlastowski@duanemorris.com  
MONICA MATHEWS REYNOLDS on behalf of General Healthcare Resources, Inc. mreynolds@highswartz.com  
PETER C. HUGHES on behalf of Debtor Wordsworth Academy phughes@dilworthlaw.com, mdolan@dilworthlaw.com;amelli-mirza@dilworthlaw.com

District/off: 0313-2

User: PaulP  
Form ID: pdf900

Page 2 of 2  
Total Noticed: 2

Date Rcvd: Aug 17, 2017

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

PETER C. HUGHES on behalf of Debtor Wordsworth CUA 10, LLC 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: 26

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

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In re:	:	Chapter 11
	:	
Wordsworth Academy, <i>et al.</i> , <sup>1</sup>	:	Case No. 17- 14463 (AMC)
	:	
Debtors.	:	Jointly Administered
	:	

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

Upon the motion (the “Motion”)<sup>2</sup> 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.

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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.

<sup>2</sup> 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.

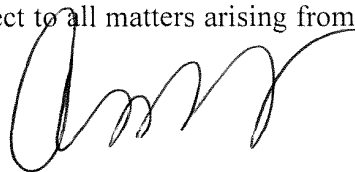
5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

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: Aug. 16, 2017  
Philadelphia, Pennsylvania



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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**

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In re:	:	Chapter 11
	:	
Wordsworth Academy, <i>et al.</i> , <sup>1</sup>	:	Case No. 17- 14463 (AMC)
	:	
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”):<sup>2</sup>

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

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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.

<sup>2</sup> 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.

- 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, after consultation with counsel to the Official Committee of Unsecured Creditors (the “Committee”), 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 and Committee, 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 \$25,000 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

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In re: : Chapter 11  
: :  
Wordsworth Academy, *et al.*,<sup>1</sup> : Case No. 17- 14463 (AMC)  
: :  
Debtors. : Jointly Administered  
: :

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**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.

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.

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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.

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 rates charged to the Debtors by the Company are \_\_\_\_\_. 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]

**EXHIBIT B**

[List of Ordinary Course Professionals]

**LIST OF ORDINARY COURSE PROFESSIONALS**

<b>Name</b>	<b>Services Provided</b>
Adam Yanoff	Legal