

EXHIBIT A

[PROPOSED APPROVAL 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 APPROVING: (I) THE DISCLOSURE STATEMENT; (II) PROCEDURES FOR THE SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT THE PLAN; AND (III) RELATED NOTICE AND OBJECTION PROCEDURES

Upon the motion (the "Motion"²) of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order approving: (1) the Disclosure Statement; (2) procedures for the solicitation and tabulation of votes to accept or reject the Plan; and (3) related notice and objection procedures; it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, and other parties in interest; the Court having jurisdiction over the matters raised in the Motion 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)(2); venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; the Debtors having filed with the Court the Disclosure Statement and the Plan; the Disclosure Statement Hearing Notice having been served on the Debtors' creditors and interest holders; the Court having reviewed the Disclosure Statement, the Motion, the papers in support thereof and the responses thereto, if any; and upon such documents and the record established at the Disclosure Statement hearing, the Court having found and determined that the legal and

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 Each capitalized term used but not otherwise defined herein shall have the meaning ascribed thereto in the Motion.

factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein and that the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors; and after due deliberation and sufficient cause appearing therefore;

IT IS HEREBY FOUND THAT:

A. The Disclosure Statement Hearing Notice was properly served upon the Debtors' creditors and interest holders.

B. The Disclosure Statement filed in the Chapter 11 Cases as Docket Number [] (as the same may have been amended and/or revised from time to time, including in connection with the Disclosure Statement hearing) contains "adequate information" within the meaning of section 1125 of title 11 of the Bankruptcy Code.

C. The form of notice of non-voting status ("Notice of Non-Voting Status") to be sent to holders of claims and interests in Class 1, substantially in the form annexed hereto as **Exhibit 1**, complies with Bankruptcy Rule 3017, and adequately addresses the particular needs of the Chapter 11 Cases.

D. The forms of the Ballots annexed hereto as **Exhibit 2** are substantially consistent with Official Form No. 14, adequately address the particular needs of the Chapter 11 Cases, and are appropriate for each Class of Claims entitled to vote to accept or reject the Plan.

E. The Ballots require the furnishing of sufficient information to assure that duplicate Ballots are not submitted and tabulated and that Ballots reflect the votes of creditor or equity holders.

F. Ballots need not be provided to the Holders of Claims in Class 1 because the Plan provides that such Classes are unimpaired and, therefore, deemed to accept the Plan.

G. The period set forth below during which the Debtors may solicit acceptances to the Plan is a reasonable and adequate period of time for creditors to make an informed decision to accept or reject the Plan.

H. The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth in the Motion and below) provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

I. The Confirmation Hearing Notice substantially in the form annexed hereto as **Exhibit 3**, the procedures set forth below for providing notice to all creditors and equity security holders of the time, date and place of the Confirmation Hearing, and the contents of the Solicitation Packages comply with Rules 2002 and 3017 of the Bankruptcy Rules and constitute sufficient notice to all interested parties.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. The Disclosure Statement is approved.
3. **November 1, 2017** is established as the Voting Record Date for purposes of this Order and determining the creditors who are entitled to vote for or against the Plan.
4. On or before November 3, 2017 (the "Solicitation Date"), the Debtors are directed to distribute or cause to be distributed Solicitation Packages to all Holders of Claims in Classes 2, 3A, 3B, 3C, 4A, 4B, 4C, 5A, 5B and 5C (collectively, the "Voting Classes"), including: (a) all persons or entities identified in the Debtors' Schedules as holding liquidated, noncontingent and undisputed Claims in an amount greater than zero dollars, excluding scheduled Claims that have been paid in full or superseded by timely filed proofs of claim; (b) all parties having timely filed proofs of claim, as reflected in the official claims register maintained by Donlin Recano &

Company (“Donlin Recano”) (i) in an amount greater than zero, (ii) that are not contingent, unliquidated or disputed, and (iii) that have not been disallowed or expunged prior to the Solicitation Date; (c) the assignee of a transferred and assigned Claim (whether a filed or scheduled Claim) whose transfer and assignment has been properly noted on the Court’s docket and is effective pursuant to Bankruptcy Rule 3001(e) as of the close of business on the Voting Record Date and whose claims have not been disallowed or expunged prior to the Solicitation Date (as defined below); and (d) all parties having timely filed proofs of claim, as reflected in the official claims register maintained by Donlin Recano, that are contingent or unliquidated, which claims shall be allowed for voting purposes only in the amount of \$1.00.

5. The Solicitation Packages shall contain copies of: (a) a cover letter describing the contents of the Solicitation Package; (b) the Approval Order (without exhibits); (c) the Confirmation Hearing Notice (as defined below); (d) an appropriate form of Ballot together with a pre-addressed, postage prepaid return envelope addressed to Dilworth Paxson LLP, Re: Wordsworth, 1500 Market St., Suite 3500E, Philadelphia, PA 19102, Attn: Christine Chapman-Tomlin; and (e) the Disclosure Statement (together with the Plan annexed thereto and all other appendices, whether by paper copy or by CD-ROM).

6. The form of Notice of Non-Voting Status, substantially in the form annexed hereto as **Exhibit 1** is approved and shall be distributed to Holders, as of the Voting Record Date, of unimpaired Claims and Interests in Class 1, which class is deemed to accept the Plan.

7. The Confirmation Hearing Notice substantially in the form annexed hereto as **Exhibit 3** is approved and (together with a copy of this Order without exhibits) shall be transmitted to all creditors and equity security holders of the Debtors.

8. With respect to addresses from which notices of the hearing to approve the Disclosure Statement were returned as undeliverable by the United States Postal Service: (a) the Debtors are excused from distributing Solicitation Packages and/or Notices of Non-Voting Status to those entities listed at such addresses unless the Debtors are provided with accurate addresses for such entities at least one Business Day prior to the Solicitation Date; and (b) failure to distribute Solicitation Packages to such entities will not constitute inadequate notice of the Confirmation Hearing, the Voting Deadline (as defined below) or violation of Bankruptcy Rule 3017(d). Furthermore, with respect to undelivered Solicitation Packages and other undeliverable solicitation-related notices that are returned marked “undeliverable” or “moved – no forwarding address” or for a similar reason, the Debtors are excused from re-mailing such materials unless the Debtors have been informed in writing by such person of such person’s new address.

9. The Debtors are not required to distribute Solicitation Packages, Ballots, copies of the Disclosure Statement or Plan or any other notices (except the Confirmation Hearing Notice) to Holders of Claims that have not been classified in the Plan pursuant to section 1123(a)(1) of the Bankruptcy Code.

10. Except as otherwise provided herein, to be counted as a vote to accept or reject the Plan, each Ballot must be properly executed, completed and the original thereof delivered to Debtors’ counsel so as to be actually received by Debtors’ counsel no later than 5:00 p.m. (prevailing Eastern time) on **December 4, 2017** (the “Voting Deadline”).

11. If the Confirmation Hearing, scheduled herein, is continued, the Debtors may extend the Voting Deadline, if necessary, without further order of this Court, to a date that is no

later than five (5) Business Days before the Confirmation Hearing by docketing an announcement of such extension.

12. Solely for purposes of voting to accept or reject the Plan, not for the purposes of the allowance of or distribution on account of a Claim, and without prejudice to the rights of the Debtors in any other context, each Claim within a Class of Claims entitled to vote to accept or reject the Plan shall be entitled to vote the amount of such Claim as set forth in the Schedules (as may be amended from time to time) unless such Holder has timely filed a proof of claim, in which event such Holder would be entitled to vote the amount of such Claim as set forth in such proof of claim:

- a. If a Claim is deemed “Allowed” under the Plan or an order of the Court, such Claim shall be Allowed for voting purposes in the deemed “Allowed” amount set forth in the Plan or the Court’s order;
- b. If a Claim for which a proof of claim has been timely filed is contingent, unliquidated or disputed, such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00, and the Ballot mailed to the Holder of such Claim shall be marked as voting at \$1.00;
- c. If a Claim is partially liquidated and partially unliquidated, the Claim shall be Allowed for voting purposes only in the liquidated amount;
- d. If a Claim has been estimated or otherwise Allowed for voting purposes by order of the Court, such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- e. If a Claim is listed in the Schedules as contingent, unliquidated or disputed and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, then, unless the Debtors have consented in writing to Allow such Claim for voting purposes, such Claim shall be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c);

- f. If the Debtors have filed an objection to a Claim before the Voting Deadline, such Claim shall be temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection;
- g. Notwithstanding anything to the contrary contained herein, (i) any creditor who has filed or purchased duplicate Claims (whether against the same or multiple Debtors) that are classified under the Plan in the same Class, shall be provided with only one Solicitation Package and one Ballot for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims; and (ii) if a proof of claim amends or supersedes a proof of claim filed by or on behalf of the same creditor, such proof of claim shall supersede the prior proof of claim for voting and tabulation purposes; and
- h. For purposes of voting, classification, and treatment under the Plan, each holder of an Impaired Claim that holds or has filed more than one (1) Claim shall be treated as if such holder has only one (1) Claim in each applicable Class; the Claims filed by such holder shall be aggregated in each applicable Class; and the total dollar amount of such holder's Claims in each applicable Class shall be the sum of the aggregated Claims of such holder in each applicable Class.

13. If any claimant seeks to challenge the allowance of its Claim for voting purposes in accordance with the above procedures, such claimant is directed to serve on counsel for Debtors and file with the Court, no later than the Voting Deadline, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim in a different amount for purposes of voting to accept or reject the Plan, and to obtain a hearing date on such motion that is on or before December 6, 2017.

14. As to any creditor filing a motion pursuant to Bankruptcy Rule 3018(a), such creditor's Ballot shall not be counted unless temporarily Allowed by the Court for voting purposes after notice and a hearing.

15. If a creditor casts more than one Ballot voting the same claim(s) before the Voting Deadline, the last valid Ballot received before the Voting Deadline is deemed to reflect the voter's intent and, thus, to supersede any prior Ballots.

16. Creditors with multiple Claims within a particular Class must vote all of their Claims within a particular Class under the Plan either to accept or reject the Plan and may not split their votes, and thus neither (i) any Ballot that partially rejects and partially accepts the Plan nor (ii) any Ballot filed by a creditor with multiple Claims within a Class who votes inconsistently will be counted.

17. Any Ballot that is properly completed, executed and timely returned to Debtors' counsel but does not indicate an acceptance or rejection of the Plan or indicates both an acceptance and a rejection of the Plan, shall not be counted.

18. Any Ballot actually received by Debtors' counsel after the Voting Deadline shall not be counted unless the Debtors granted an extension of the Voting Deadline with respect to such Ballot.

19. Any Ballot that is illegible or contains insufficient information to permit the identification of the claimant shall not be counted.

20. Any Ballot cast by a person or entity that does not hold a Claim in a Class that is entitled to vote to accept or reject the Plan shall not be counted.

21. Any Ballot cast for a Claim identified as unliquidated, contingent or disputed and for which no proof of claim was timely filed shall not be counted.

22. Any unsigned Ballot or non-originally signed Ballot shall not be counted.
23. Any Ballot sent directly to any of the Debtors, their agents (other than Debtors' counsel), or the Debtors' financial advisors or to any party other than Debtors' counsel shall not be counted.
24. Any Ballot cast for a Claim that has been disallowed (for voting purposes or otherwise) shall not be counted.
25. Any Ballot transmitted to Debtors' counsel by facsimile or other electronic means shall not be counted.
26. The Debtors may reject any and all Ballots, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules.
27. The Debtors may, but are not under any duty to, provide notification of defects or irregularities with respect to delivered Ballots, nor shall the Debtors, or any other person or entity incur any liability for failure to provide such notification.
28. The Confirmation Hearing will be held at 11:00 a.m. (prevailing Eastern time) on **December 6, 2017**; *provided, however*, that the Confirmation Hearing may be adjourned from time to time by the Court or the Debtors without further notice to parties other than an announcement in Court at the Confirmation Hearing or any adjourned Confirmation Hearing.
29. Objections to confirmation of the Plan or proposed modifications to the Plan, if any, must: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) state

the name and address of the objecting party and the amount and nature of the Claim or Interest of such party; (d) state with particularity the basis and nature of any objection to the Plan; and (e) be filed, together with proof of service, with the Court electronically and served on the parties listed in the Confirmation Hearing Notice, on or before 5:00 p.m. (prevailing Eastern time) on **November 30, 2017**.

30. Objections to confirmation of the Plan not timely filed and served in the manner set forth above may not be considered and may be overruled.

31. No later than 5:00 p.m. on December 4, 2017, each party filing an objection to confirmation of the Plan or proposed modifications to the Plan must provide the Debtors, and the Debtors must provide such objecting party, with a list of witnesses, including expert witnesses, and documents that such objecting party and/or the Debtors intend to present at the hearing on confirmation of the Plan.

32. No later than **December 5, 2017**, the Debtors shall file: (a) any consolidated reply to any objections to the Plan; and (b) the vote tabulation certification.

33. The Debtors are authorized to take or refrain from taking any action and expending such funds necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

34. The Debtors are authorized to make nonsubstantive changes to the Disclosure Statement, Plan, Ballots, the Confirmation Hearing Notice, any other notice related to the Plan or Disclosure Statement and all exhibits and appendices to any of the foregoing without further order of the Court, including, without limitation, changes to correct typographical and

grammatical errors and to make conforming changes among the Disclosure Statement, the Plan and any other materials in the Solicitation Package prior to their distribution.

Dated: November __, 2017
Philadelphia, Pennsylvania

Honorable Ashely M. Chan
United States Bankruptcy Judge

EXHIBIT 1

NOTICE OF NON-VOTING STATUS

**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

**NOTICE OF NON-VOTING STATUS UNDER THE
JOINT CHAPTER 11 PLAN**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On June 30, 2017 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

2. On November [], 2017, the United States Bankruptcy Court for the Eastern District of Pennsylvania (the “Bankruptcy Court”) entered an Order Approving (I) the Disclosure Statement; (II) Procedures for the Solicitation and Tabulation of Votes to Accept or Reject the Plan; and (III) Related Notice and Objection Procedures (Docket No. _____, the “Approval Order”).

3. Among other things, the Approval Order: (a) approved the Disclosure Statement with Respect to the Joint Chapter 11 Plan Dated as of October 6, 2017 (Docket No. _____, the “Disclosure Statement”); (b) established certain procedures (collectively, the “Solicitation Procedures”) for the solicitation and tabulation of votes to accept or reject the Joint Chapter 11 Plan Dated as of October 6, 2017 (Docket No. _____, the “Plan”); (c) approved the contents of the

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).

proposed solicitation packages to be distributed to the Debtors' stakeholders who are entitled to vote to accept or reject the Plan (collectively, the "Solicitation Packages"); (d) approved the forms of notice to be sent to certain stakeholders who are not entitled to vote to accept or reject the Plan, and (e) approved other notice and objection procedures in connection with the hearing to confirm the Plan (the "Confirmation Hearing").

4. Pursuant to Rule 3017(d) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and the Approval Order, the Debtors: (a) are required to provide Solicitation Packages to all creditors entitled to vote to accept or reject the Plan; and (b) are not required to provide Solicitation Packages to holders of claims or interests in classes under the Plan that are conclusively presumed to either accept or reject the Plan (collectively, the "Non-Voting Classes").

5. The Non-Voting Class, and its proposed treatment under the Plan, is set forth immediately below:

Class 1: Allowed Priority Claims are not impaired under the Plan and will be satisfied in full. Holders of claims in Class 1 are conclusively presumed to have accepted the Plan and are not entitled to vote to accept or reject the Plan on account of such claims.

6. **YOU HAVE BEEN IDENTIFIED AS THE HOLDER OF A CLAIM OR INTEREST IN A NON-VOTING CLASS UNDER THE PLAN AND THEREFORE ARE NOT ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN ON ACCOUNT OF SUCH CLAIM OR INTEREST.** Accordingly, pursuant to the Approval Order, you are receiving this Notice in lieu of a Solicitation Package containing, among other things, copies of the Disclosure Statement and the Plan. Copies of the Disclosure Statement and the Plan

(excluding any publicly-filed exhibits and appendices thereto) are also available upon a written request made to the Debtors at Donlin Recano & Company, Inc., Re: Wordsworth, Attn: Voting Department, PO Box 192016 Blythebourne Station, Brooklyn, NY 11219.

7. If you wish to challenge the Debtors' classification of your Claim, you must file a motion, pursuant to Bankruptcy Rule 3018(a) (a "Rule 3018 Motion"), for an order temporarily allowing your Claim in a different classification or amount for purposes of voting to accept or reject the Plan and serve such motion on the Debtors **so that it is received by December 4, 2017**. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018 Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing prior to December 6, 2017 (i.e., the date scheduled for confirmation of the Plan). Rule 3018 Motions that are not timely filed and served in the manner as set forth above will not be considered.

8. The Confirmation Hearing will be held at the United States Bankruptcy Court for the Eastern District of Pennsylvania, Robert N.C. Nix, Sr. Federal Courthouse, Courtroom 5, 900 Market Street, Philadelphia, PA 19107 on **December 6, 2017, at 11:00 a.m., prevailing Eastern time**. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

9. Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection; and (d) be filed with

the Bankruptcy Court at the address set forth in the preceding paragraph and served on the following parties by no later than **5:00 p.m., prevailing Eastern time, on November 30, 2017:**

- counsel for the Debtors, Dilworth Paxson LLP, 1500 Market Street, Suite 3500E, Philadelphia, PA 19102 (Attn: Lawrence McMichael);
- the Office of The United States Trustee, Eastern District of Pennsylvania, 833 Chestnut Street, Suite 500, Philadelphia, Pennsylvania 19107 (Attn: Kevin Callahan); and
- counsel to the Official Committee of Unsecured Creditors, Cullin and Dykman LLP, One Riverfront Plaza, Newark, NJ 07102 (Attn: S. Jason Teele).

Dated: November ____, 2017

BY ORDER OF THE COURT

/s/

DILWORTH PAXSON LLP

Lawrence G. McMichael

Peter C. Hughes

Anne M. Aaronson

1500 Market St., Suite 3500E

Philadelphia, PA 19102

Telephone: (215) 575-7000

Facsimile: (215) 575-7200

Counsel for the Debtors and Debtors in Possession

EXHIBIT 2

[FORMS OF BALLOTS]

EXHIBIT 2A - CLASS 2 M&T BANK, N.A. CLAIM BALLOT

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

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

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS’
JOINT CHAPTER 11 PLAN DATED AS OF OCTOBER 6, 2017**

CLASS 2: Secured Claims of M&T Bank, N.A.

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., PREVAILING EASTERN TIME, ON DECEMBER 4, 2017**

This Class 2 Ballot is submitted to you to solicit your vote to accept or reject the Debtors’ Joint Chapter 11 Plan dated as of October 6, 2017 (the “Plan”). The Plan is Appendix A to the Disclosure Statement with Respect to the Joint Chapter 11 Plan dated as of October 6, 2017 (the “Disclosure Statement”). Both the Plan and the Disclosure Statement are included in the materials accompanying this Ballot. Each capitalized term used but not otherwise defined herein shall have the meaning ascribed thereto in the Plan.

If you are the Holder of a Class 2 Prepetition Claim, please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement has been approved by the Bankruptcy Court as providing adequate information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (1) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class of Claims who vote on the Plan, and (2) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or

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.

Claims under the Plan. If you hold Claims in more than one Class or in multiple accounts, you will receive a Ballot for each class or account in which you are entitled to vote.

Upon completion, this Ballot should be returned to Debtors' counsel, by mail, overnight courier or personal delivery at the applicable following address:

**BY UNITED STATES MAIL, OVERNIGHT
COURIER OR HAND DELIVERY:**

Dilworth Paxson LLP
1500 Market St., Suite 3500E
Philadelphia, PA 19102
Attn: Christine Chapman-Tomlin

If your Ballot is not received by Debtor's counsel on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. Ballots will not be accepted by facsimile transmission. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON DECEMBER 4, 2017.

**PLEASE READ THE FOLLOWING
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

HOW TO VOTE:

1. COMPLETE ITEM 1.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 2.
3. SIGN AND DATE THE BALLOT.
4. RETURN THE BALLOT IN THE ENCLOSED PRE-ADDRESSED POSTAGE-PAID ENVELOPE.
5. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED.

Item 1. Vote. The undersigned, a holder of a Prepetition Claim in Class 2 of the Plan against one or more of the Debtors as of November 1, 2017 in the amount set forth below votes to (check one box):

ACCEPT the Plan

REJECT the Plan

IF YOU VOTE TO ACCEPT THE PLAN, YOU ARE SPECIFICALLY CONSENTING TO THE RELEASES CONTAINED IN THE PLAN WITH RESPECT TO ALL CLAIMS VOTED ON THIS BALLOT. SUCH RELEASES INCLUDE, BUT ARE NOT LIMITED TO, THE RELEASES CONTAINED IN SECTIONS 10.02 AND 10.03 OF THE PLAN, WHICH INCLUDE THE RELEASE OF CLAIMS AND CAUSES OF ACTION AGAINST CERTAIN NONDEBTORS.

Creditor: _____

Claim Amount: \$ _____

Item 2. Certification. By returning this Ballot, the holder of the Class 2 Claim(s) certifies that (1) it has full power and authority to vote to accept or reject the Plan with respect to the Class 2 Claim, (2) it was the Holder of the Class 2 Claim(s) as of November 1, 2017, (3) all Ballots to vote Class 2 Claims submitted by the Holder indicate the same vote to accept or reject the Plan that the Holder has indicated on this Ballot, and (d) it has received a copy of the Disclosure Statement (including the appendices thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

**YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY
THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.**

Name of Claim Holder: _____
(Print or Type)

Account Number (if applicable): _____

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Print Name: _____

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Date Completed: _____

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

UPON COMPLETION, THIS BALLOT SHOULD BE RETURNED TO DEBTORS' COUNSEL, DILWORTH PAXSON LLP, AS DIRECTED. IF YOUR BALLOT IS NOT RECEIVED BY DEBTORS' COUNSEL ON OR BEFORE THE VOTING DEADLINE AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT DONLIN RECANO & COMPANY, BY TELEPHONE AT 212-771-1128 OR BY EMAIL AT DRCVOTE@DONLINRECANO.COM

EXHIBIT 2B - CLASS 3A LITIGATION CLAIM BALLOT

**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

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS’
JOINT CHAPTER 11 PLAN DATED AS OF OCTOBER 6, 2017**

CLASS 3A: LITIGATION CLAIMS AGAINST WORDSWORTH ACADEMY

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., PREVAILING EASTERN TIME, ON DECEMBER 4, 2017**

This Class 3A Ballot is submitted to you to solicit your vote to accept or reject the Debtors’ Joint Chapter 11 Plan dated as of October 6, 2017 (the “Plan”). The Plan is Appendix A to the Disclosure Statement with Respect to the Joint Chapter 11 Plan dated as of October 6, 2017 (the “Disclosure Statement”). Both the Plan and the Disclosure Statement are included in the materials accompanying this Ballot. Each capitalized term used but not otherwise defined herein shall have the meaning ascribed thereto in the Plan.

If you are the Holder of a Class 3A Litigation Claim, please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement has been approved by the Bankruptcy Court as providing adequate information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (1) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class of Claims who vote on the Plan, and (2) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or

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.

Claims under the Plan. If you hold Claims in more than one Class or in multiple accounts, you will receive a Ballot for each class or account in which you are entitled to vote.

Upon completion, this Ballot should be returned to Debtors' counsel, by mail, overnight courier or personal delivery at the applicable following address:

**BY UNITED STATES MAIL, OVERNIGHT
COURIER OR HAND DELIVERY:** Dilworth Paxson LLP
1500 Market St., Suite 3500E
Philadelphia, PA 19102
Attn: Christine Chapman-Tomlin

If your Ballot is not received by Debtors' counsel on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. Ballots will not be accepted by facsimile transmission. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON DECEMBER 4, 2017.

**PLEASE READ THE FOLLOWING
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

HOW TO VOTE:

1. COMPLETE ITEM 1.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 2.
3. SIGN AND DATE THE BALLOT.
4. RETURN THE BALLOT IN THE ENCLOSED PRE-ADDRESSED POSTAGE-PAID ENVELOPE.
5. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED.

Item 1. Vote. The undersigned, a holder of a Litigation Claim in Class 3A of the Plan against Debtor Wordsworth Academy as of November 1, 2017 in the amount set forth below votes to (check one box):

ACCEPT the Plan

REJECT the Plan

IF YOU VOTE TO ACCEPT THE PLAN, YOU ARE SPECIFICALLY CONSENTING TO THE RELEASES CONTAINED IN THE PLAN WITH RESPECT TO ALL CLAIMS VOTED ON THIS BALLOT. SUCH RELEASES INCLUDE, BUT ARE NOT LIMITED TO, THE RELEASES CONTAINED IN SECTIONS 10.02 AND 10.03 OF THE PLAN, WHICH INCLUDE THE RELEASE OF CLAIMS AND CAUSES OF ACTION AGAINST CERTAIN NONDEBTORS.

Creditor: _____ Claim Amount: \$_____

Item 2. Certification. By returning this Ballot, the holder of the Class 3A Claim(s) certifies that (1) it has full power and authority to vote to accept or reject the Plan with respect to the Class 3A Claim, (2) it was the Holder of the Class 3A Claim(s) as of November 1, 2017, (3) all Ballots to vote Class 3A Claims submitted by the Holder indicate the same vote to accept or reject the Plan that the Holder has indicated on this Ballot, and (d) it has received a copy of the Disclosure Statement (including the appendices thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

**YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY
THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.**

Name of Claim Holder: _____
(Print or Type)

Account Number (if applicable): _____

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Print Name: _____

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Date Completed: _____

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

UPON COMPLETION, THIS BALLOT SHOULD BE RETURNED TO DEBTORS' COUNSEL, DILWORTH PAXSON LLP, AS DIRECTED. IF YOUR BALLOT IS NOT RECEIVED BY DEBTORS' COUNSEL ON OR BEFORE THE VOTING DEADLINE AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT, DONLIN RECANO & COMPANY, BY TELEPHONE AT 212-771-1128 OR BY EMAIL AT DRCVOTE@DONLINRECANO.COM

EXHIBIT 2C - CLASS 3B LITIGATION CLAIM BALLOT

**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

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS’
JOINT CHAPTER 11 PLAN DATED AS OF OCTOBER 6, 2017**

CLASS 3B: LITIGATION CLAIMS AGAINST WORDSWORTH CUA 5, LLC

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., PREVAILING EASTERN TIME, ON DECEMBER 4, 2017**

This Class 3B Ballot is submitted to you to solicit your vote to accept or reject the Debtors’ Joint Chapter 11 Plan dated as of October 6, 2017 (the “Plan”). The Plan is Appendix A to the Disclosure Statement with Respect to the Joint Chapter 11 Plan dated as of October 6, 2017 (the “Disclosure Statement”). Both the Plan and the Disclosure Statement are included in the materials accompanying this Ballot. Each capitalized term used but not otherwise defined herein shall have the meaning ascribed thereto in the Plan.

If you are the Holder of a Class 3B Litigation Claim, please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement has been approved by the Bankruptcy Court as providing adequate information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (1) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class of Claims who vote on the Plan, and (2) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or

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.

Claims under the Plan. If you hold Claims in more than one Class or in multiple accounts, you will receive a Ballot for each class or account in which you are entitled to vote.

Upon completion, this Ballot should be returned to Debtors' counsel, by mail, overnight courier or personal delivery at the applicable following address:

**BY UNITED STATES MAIL, OVERNIGHT
COURIER OR HAND DELIVERY:** Dilworth Paxson LLP
1500 Market St., Suite 3500E
Philadelphia, PA 19102
Attn: Christine Chapman-Tomlin

If your Ballot is not received by Debtors' counsel on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. Ballots will not be accepted by facsimile transmission. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON DECEMBER 4, 2017.

**PLEASE READ THE FOLLOWING
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

HOW TO VOTE:

1. COMPLETE ITEM 1.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 2.
3. SIGN AND DATE THE BALLOT.
4. RETURN THE BALLOT IN THE ENCLOSED PRE-ADDRESSED POSTAGE-PAID ENVELOPE.
5. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED.

Item 1. Vote. The undersigned, a holder of a Litigation Claim in Class 3B of the Plan against Debtor Wordsworth CUA 5, LLC as of November 1, 2017 in the amount set forth below votes to (check one box):

ACCEPT the Plan

REJECT the Plan

IF YOU VOTE TO ACCEPT THE PLAN, YOU ARE SPECIFICALLY CONSENTING TO THE RELEASES CONTAINED IN THE PLAN WITH RESPECT TO ALL CLAIMS VOTED ON THIS BALLOT. SUCH RELEASES INCLUDE, BUT ARE NOT LIMITED TO, THE RELEASES CONTAINED IN SECTIONS 10.02 AND 10.03 OF THE PLAN, WHICH INCLUDE THE RELEASE OF CLAIMS AND CAUSES OF ACTION AGAINST CERTAIN NONDEBTORS.

Creditor: _____ Claim Amount: \$ _____

Item 2. Certification. By returning this Ballot, the holder of the Class 3B Claim(s) certifies that (1) it has full power and authority to vote to accept or reject the Plan with respect to the Class 3B Claim, (2) it was the Holder of the Class 3B Claim(s) as of November 1, 2017, (3) all Ballots to vote Class 3B Claims submitted by the Holder indicate the same vote to accept or reject the Plan that the Holder has indicated on this Ballot, and (d) it has received a copy of the Disclosure Statement (including the appendices thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

**YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY
THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.**

Name of Claim Holder: _____
(Print or Type)

Account Number (if applicable): _____

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Print Name: _____

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Date Completed: _____

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

UPON COMPLETION, THIS BALLOT SHOULD BE RETURNED TO DEBTORS' COUNSEL, DILWORTH PAXSON LLP, AS DIRECTED. IF YOUR BALLOT IS NOT RECEIVED BY DEBTORS' COUNSEL ON OR BEFORE THE VOTING DEADLINE AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT, DONLIN RECANO & COMPANY, BY TELEPHONE AT 212-771-1128 OR BY EMAIL AT DRCVOTE@DONLINRECANO.COM

EXHIBIT 2D - CLASS 3C LITIGATION CLAIM BALLOT

**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
)	

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS’
JOINT CHAPTER 11 PLAN DATED AS OF OCTOBER 6, 2017**

CLASS 3C: LITIGATION CLAIMS AGAINST WORDSWORTH CUA 10, LLC

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., PREVAILING EASTERN TIME, ON DECEMBER 4, 2017**

This Class 3C Ballot is submitted to you to solicit your vote to accept or reject the Debtors’ Joint Chapter 11 Plan dated as of October 6, 2017 (the “Plan”). The Plan is Appendix A to the Disclosure Statement with Respect to the Joint Chapter 11 Plan dated as of October 6, 2017 (the “Disclosure Statement”). Both the Plan and the Disclosure Statement are included in the materials accompanying this Ballot. Each capitalized term used but not otherwise defined herein shall have the meaning ascribed thereto in the Plan.

If you are the Holder of a Class 3C Litigation Claim, please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement has been approved by the Bankruptcy Court as providing adequate information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (1) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class of Claims who vote on the Plan, and (2) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or

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.

Claims under the Plan. If you hold Claims in more than one Class or in multiple accounts, you will receive a Ballot for each class or account in which you are entitled to vote.

Upon completion, this Ballot should be returned to Debtors' counsel, by mail, overnight courier or personal delivery at the applicable following address:

**BY UNITED STATES MAIL, OVERNIGHT
COURIER OR HAND DELIVERY:** Dilworth Paxson LLP
1500 Market St., Suite 3500E
Philadelphia, PA 19102
Attn: Christine Chapman-Tomlin

If your Ballot is not received by Debtors' counsel on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. Ballots will not be accepted by facsimile transmission. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON DECEMBER 4, 2017.

**PLEASE READ THE FOLLOWING
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

HOW TO VOTE:

1. COMPLETE ITEM 1.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 2.
3. SIGN AND DATE THE BALLOT.
4. RETURN THE BALLOT IN THE ENCLOSED PRE-ADDRESSED POSTAGE-PAID ENVELOPE.
5. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED.

Item 1. Vote. The undersigned, a holder of a Litigation Claim in Class 3C of the Plan against debtor Wordsworth CUA 10, LLC as of November 1, 2017 in the amount set forth below votes to (check one box):

ACCEPT the Plan

REJECT the Plan

IF YOU VOTE TO ACCEPT THE PLAN, YOU ARE SPECIFICALLY CONSENTING TO THE RELEASES CONTAINED IN THE PLAN WITH RESPECT TO ALL CLAIMS VOTED ON THIS BALLOT. SUCH RELEASES INCLUDE, BUT ARE NOT LIMITED TO, THE RELEASES CONTAINED IN SECTIONS 10.02 AND 10.03 OF THE PLAN, WHICH INCLUDE THE RELEASE OF CLAIMS AND CAUSES OF ACTION AGAINST CERTAIN NONDEBTORS.

Creditor: _____ Claim Amount: \$_____

Item 2. Certification. By returning this Ballot, the holder of the Class 3C Claim(s) certifies that (1) it has full power and authority to vote to accept or reject the Plan with respect to the Class 3C Claim, (2) it was the Holder of the Class 3C Claim(s) as of November 1, 2017, (3) all Ballots to vote Class 3C Claims submitted by the Holder indicate the same vote to accept or reject the Plan that the Holder has indicated on this Ballot, and (d) it has received a copy of the Disclosure Statement (including the appendices thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

**YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY
THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.**

Name of Claim Holder: _____
(Print or Type)

Account Number (if applicable): _____

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Print Name: _____

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Date Completed: _____

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

UPON COMPLETION, THIS BALLOT SHOULD BE RETURNED TO DEBTORS' COUNSEL, DILWORTH PAXSON LLP, AS DIRECTED. IF YOUR BALLOT IS NOT RECEIVED BY DEBTORS' COUNSEL ON OR BEFORE THE VOTING DEADLINE AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT, DONLIN RECANO & COMPANY, BY TELEPHONE AT 212-771-1128 OR BY EMAIL AT DRCVOTE@DONLINRECANO.COM

EXHIBIT 2E – CLASS 4A SUBCONTRACTOR CLAIM BALLOT

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

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

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS’
JOINT CHAPTER 11 PLAN DATED AS OF OCTOBER 6, 2017**

CLASS 4A: SUBCONTRACTOR CLAIM AGAINST WORDSWORTH ACADEMY

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., PREVAILING EASTERN TIME, ON DECEMBER 4, 2017**

This Class 4A Ballot is submitted to you to solicit your vote to accept or reject the Joint Chapter 11 Plan Dated as of October 6, 2017 (the “Plan”) proposed by the above-captioned debtors and debtors in possession, (collectively, the “Debtors”). The Plan is Appendix A to the Disclosure Statement With Respect to the Joint Chapter 11 Plan Dated as of October 6, 2017 (the “Disclosure Statement”), which is included with the materials accompanying this Ballot. Each capitalized term used but not otherwise defined herein shall have the meaning ascribed thereto in the Plan.

If you are the Holder of a Class 4A Subcontractor Claim, please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement has been approved by the Bankruptcy Court as providing adequate information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (1) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class of Claims who vote on the Plan, and (2) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan. If you hold Claims in more than one Class or in multiple accounts, you will receive a Ballot for each class or account in which you are entitled to vote.

Upon completion, this Ballot should be returned to Debtors' Counsel, Dilworth Paxson LLP, by mail, overnight courier or personal delivery at the applicable following address:

BY UNITED STATES MAIL, OVERNIGHT COURIER OR HAND DELIVERY: Dilworth Paxson LLP
1500 Market St., Suite 3500E
Philadelphia, PA 19102
Attn: Christine Chapman-Tomlin

If your Ballot is not received by Debtors' counsel on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. Ballots will not be accepted by facsimile transmission. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON DECEMBER 4, 2017.

PLEASE READ THE FOLLOWING INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

HOW TO VOTE:

1. COMPLETE ITEM 1.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 2.
3. SIGN AND DATE THE BALLOT.
4. RETURN THE BALLOT IN THE ENCLOSED PRE-ADDRESSED POSTAGE-PAID ENVELOPE.
5. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED.

Item 1. Vote. The undersigned, a holder of a Subcontractor Claim against Wordsworth Academy in Class 4A of the Plan as of November 1, 2017 in the amount set forth below votes to (check one box):

ACCEPT the Plan

REJECT the Plan

IF YOU VOTE TO ACCEPT THE PLAN, YOU ARE SPECIFICALLY CONSENTING TO THE RELEASES CONTAINED IN THE PLAN WITH RESPECT TO ALL CLAIMS VOTED ON THIS BALLOT. SUCH RELEASES INCLUDE, BUT ARE NOT LIMITED

**TO, THE RELEASES CONTAINED IN SECTIONS 10.02 AND 10.03 OF THE PLAN,
WHICH INCLUDE THE RELEASE OF CLAIMS AND CAUSES OF ACTION
AGAINST CERTAIN NONDEBTORS.**

Creditor: _____ Claim Amount: \$ _____

Item 2. Certification. By returning this Ballot, the holder of the Class 4A Claim(s) certifies that (1) it has full power and authority to vote to accept or reject the Plan with respect to the Class 4A Claim, (2) it was the Holder of the Class 4A Claim(s) as of November 1, 2017, (3) all Ballots to vote Class 4A Claims submitted by the Holder indicate the same vote to accept or reject the Plan that the Holder has indicated on this Ballot, and (d) it has received a copy of the Disclosure Statement (including the appendices thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

**YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY
THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.**

Name of Claim Holder: _____
(Print or Type)

Account Number (if applicable): _____

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Print Name: _____

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Date Completed: _____

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

UPON COMPLETION, THIS BALLOT SHOULD BE RETURNED TO DEBTORS' COUNSEL, DILWORTH PAXSON LLP, AS DIRECTED. IF YOUR BALLOT IS NOT RECEIVED BY DEBTORS' COUNSEL ON OR BEFORE THE VOTING DEADLINE AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT, DONLIN RECANO & COMPANY, BY TELEPHONE AT 212-771-1128 OR BY EMAIL AT DRCVOTE@DONLINRECANO.COM

EXHIBIT 2F – CLASS 4B SUBCONTRACTOR CLAIM BALLOT

**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

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS’
JOINT CHAPTER 11 PLAN DATED AS OF OCTOBER 6, 2017**

CLASS 4B: SUBCONTRACTOR CLAIM AGAINST WORDSWORTH CUA 5, LLC

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., PREVAILING EASTERN TIME, ON DECEMBER 4, 2017**

This Class 4B Ballot is submitted to you to solicit your vote to accept or reject the Joint Chapter 11 Plan Dated as of October 6, 2017 (the “Plan”) proposed by the above-captioned debtors and debtors in possession, (collectively, the “Debtors”). The Plan is Appendix A to the Disclosure Statement With Respect to the Joint Chapter 11 Plan Dated as of October 6, 2017 (the “Disclosure Statement”), which is included with the materials accompanying this Ballot. Each capitalized term used but not otherwise defined herein shall have the meaning ascribed thereto in the Plan.

If you are the Holder of a Class 4B Subcontractor Claim, please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement has been approved by the Bankruptcy Court as providing adequate information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (1) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class of Claims who vote on the Plan, and (2) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

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.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan. If you hold Claims in more than one Class or in multiple accounts, you will receive a Ballot for each class or account in which you are entitled to vote.

Upon completion, this Ballot should be returned to Debtors' Counsel, Dilworth Paxson LLP, by mail, overnight courier or personal delivery at the applicable following address:

**BY UNITED STATES MAIL, OVERNIGHT
COURIER OR HAND DELIVERY:** Dilworth Paxson LLP
1500 Market St., Suite 3500E
Philadelphia, PA 19102
Attn: Christine Chapman-Tomlin

If your Ballot is not received by Debtors' counsel on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. Ballots will not be accepted by facsimile transmission. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON DECEMBER 4, 2017.

**PLEASE READ THE FOLLOWING
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

HOW TO VOTE:

1. COMPLETE ITEM 1.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 2.
3. SIGN AND DATE THE BALLOT.
4. RETURN THE BALLOT IN THE ENCLOSED PRE-ADDRESSED POSTAGE-PAID ENVELOPE.
5. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED.

Item 1. Vote. The undersigned, a holder of a Subcontractor Claim against Wordsworth CUA 5, LLC in Class 4B of the Plan as of November 1, 2017 in the amount set forth below votes to (check one box):

ACCEPT the Plan

REJECT the Plan

IF YOU VOTE TO ACCEPT THE PLAN, YOU ARE SPECIFICALLY CONSENTING TO THE RELEASES CONTAINED IN THE PLAN WITH RESPECT TO ALL CLAIMS VOTED ON THIS BALLOT. SUCH RELEASES INCLUDE, BUT ARE NOT LIMITED TO, THE RELEASES CONTAINED IN SECTIONS 10.02 AND 10.03 OF THE PLAN, WHICH INCLUDE THE RELEASE OF CLAIMS AND CAUSES OF ACTION AGAINST CERTAIN NONDEBTORS.

Creditor: _____

Claim Amount: \$ _____

Item 2. Certification. By returning this Ballot, the holder of the Class 4B Claim(s) certifies that (1) it has full power and authority to vote to accept or reject the Plan with respect to the Class 4B Claim, (2) it was the Holder of the Class 4B Claim(s) as of November 1, 2017, (3) all Ballots to vote Class 4B Claims submitted by the Holder indicate the same vote to accept or reject the Plan that the Holder has indicated on this Ballot, and (d) it has received a copy of the Disclosure Statement (including the appendices thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.

Name of Claim Holder: _____
(Print or Type)

Account Number (if applicable): _____

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Print Name: _____

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Date Completed: _____

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

UPON COMPLETION, THIS BALLOT SHOULD BE RETURNED TO DEBTORS' COUNSEL, DILWORTH PAXSON LLP, AS DIRECTED. IF YOUR BALLOT IS NOT RECEIVED BY DEBTORS' COUNSEL ON OR BEFORE THE VOTING DEADLINE AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT, DONLIN RECANO & COMPANY, BY TELEPHONE AT 212-771-1128 OR BY EMAIL AT DRCVOTE@DONLINRECANO.COM

EXHIBIT 2G – CLASS 4C SUBCONTRACTOR CLAIM BALLOT

**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

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS’
JOINT CHAPTER 11 PLAN DATED AS OF OCTOBER 6, 2017**

CLASS 4C: SUBCONTRACTOR CLAIM AGAINST WORDSWORTH CUA 10, LLC

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., PREVAILING EASTERN TIME, ON DECEMBER 4, 2017**

This Class 4C Ballot is submitted to you to solicit your vote to accept or reject the Joint Chapter 11 Plan Dated as of October 6, 2017 (the “Plan”) proposed by the above-captioned debtors and debtors in possession, (collectively, the “Debtors”). The Plan is Appendix A to the Disclosure Statement With Respect to the Joint Chapter 11 Plan Dated as of October 6, 2017 (the “Disclosure Statement”), which is included with the materials accompanying this Ballot. Each capitalized term used but not otherwise defined herein shall have the meaning ascribed thereto in the Plan.

If you are the Holder of a Class 4C Subcontractor Claim, please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement has been approved by the Bankruptcy Court as providing adequate information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (1) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class of Claims who vote on the Plan, and (2) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

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.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan. If you hold Claims in more than one Class or in multiple accounts, you will receive a Ballot for each class or account in which you are entitled to vote.

Upon completion, this Ballot should be returned to Debtors' Counsel, Dilworth Paxson LLP, by mail, overnight courier or personal delivery at the applicable following address:

**BY UNITED STATES MAIL, OVERNIGHT
COURIER OR HAND DELIVERY:** Dilworth Paxson LLP
1500 Market St., Suite 3500E
Philadelphia, PA 19102
Attn: Christine Chapman-Tomlin

If your Ballot is not received by Debtors' counsel on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. Ballots will not be accepted by facsimile transmission. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON DECEMBER 4, 2017.

**PLEASE READ THE FOLLOWING
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

HOW TO VOTE:

1. COMPLETE ITEM 1.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 2.
3. SIGN AND DATE THE BALLOT.
4. RETURN THE BALLOT IN THE ENCLOSED PRE-ADDRESSED POSTAGE-PAID ENVELOPE.
5. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM *EITHER* TO ACCEPT OR TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED.

Item 1. Vote. The undersigned, a holder of a Subcontractor Claim against Wordsworth CUA 10, LLC in Class 4C of the Plan as of November 1, 2017 in the amount set forth below votes to (check one box):

ACCEPT the Plan

REJECT the Plan

IF YOU VOTE TO ACCEPT THE PLAN, YOU ARE SPECIFICALLY CONSENTING TO THE RELEASES CONTAINED IN THE PLAN WITH RESPECT TO ALL CLAIMS VOTED ON THIS BALLOT. SUCH RELEASES INCLUDE, BUT ARE NOT LIMITED TO, THE RELEASES CONTAINED IN SECTIONS 10.02 AND 10.03 OF THE PLAN, WHICH INCLUDE THE RELEASE OF CLAIMS AND CAUSES OF ACTION AGAINST CERTAIN NONDEBTORS.

Creditor: _____ Claim Amount: \$ _____

Item 2. Certification. By returning this Ballot, the holder of the Class 4C Claim(s) certifies that (1) it has full power and authority to vote to accept or reject the Plan with respect to the Class 4C Claim, (2) it was the Holder of the Class 4C Claim(s) as of November 1, 2017, (3) all Ballots to vote Class 4C Claims submitted by the Holder indicate the same vote to accept or reject the Plan that the Holder has indicated on this Ballot, and (d) it has received a copy of the Disclosure Statement (including the appendices thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.

Name of Claim Holder: _____
(Print or Type)

Account Number (if applicable): _____

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Print Name: _____

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Date Completed: _____

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

UPON COMPLETION, THIS BALLOT SHOULD BE RETURNED TO DEBTORS' COUNSEL, DILWORTH PAXSON LLP, AS DIRECTED. IF YOUR BALLOT IS NOT RECEIVED BY DEBTORS' COUNSEL ON OR BEFORE THE VOTING DEADLINE AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT, DONLIN RECANO & COMPANY, BY TELEPHONE AT 212-771-1128 OR BY EMAIL AT DRCVOTE@DONLINRECANO.COM

EXHIBIT 2H – CLASS 5A GENERAL UNSECURED CLAIM BALLOT

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

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

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS’
JOINT CHAPTER 11 PLAN DATED AS OF OCTOBER 6, 2017**

CLASS 5A: GENERAL UNSECURED CLAIM AGAINST WORDSWORTH ACADEMY

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., PREVAILING EASTERN TIME, ON DECEMBER 4, 2017**

This Class 5A Ballot is submitted to you to solicit your vote to accept or reject the Joint Chapter 11 Plan Dated as of October 6, 2017 (the “Plan”) proposed by the above-captioned debtors and debtors in possession, (collectively, the “Debtors”). The Plan is Appendix A to the Disclosure Statement With Respect to the Joint Chapter 11 Plan Dated as of October 6, 2017 (the “Disclosure Statement”), which is included with the materials accompanying this Ballot. Each capitalized term used but not otherwise defined herein shall have the meaning ascribed thereto in the Plan.

If you are the Holder of a Class 5A General Unsecured Claim, please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement has been approved by the Bankruptcy Court as providing adequate information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (1) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class of Claims who vote on the Plan, and (2) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

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.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan. If you hold Claims in more than one Class or in multiple accounts, you will receive a Ballot for each class or account in which you are entitled to vote.

Upon completion, this Ballot should be returned to Debtors' Counsel, Dilworth Paxson LLP, by mail, overnight courier or personal delivery at the applicable following address:

**BY UNITED STATES MAIL, OVERNIGHT
COURIER OR HAND DELIVERY:** Dilworth Paxson LLP
1500 Market St., Suite 3500E
Philadelphia, PA 19102
Attn: Christine Chapman-Tomlin

If your Ballot is not received by Debtors' counsel on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. Ballots will not be accepted by facsimile transmission. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON DECEMBER 4, 2017.

**PLEASE READ THE FOLLOWING
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

HOW TO VOTE:

1. COMPLETE ITEM 1.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 2.
3. SIGN AND DATE THE BALLOT.
4. RETURN THE BALLOT IN THE ENCLOSED PRE-ADDRESSED POSTAGE-PAID ENVELOPE.
5. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED.

Item 1. Vote. The undersigned, a holder of a General Unsecured Claim in Class 5A of the Plan as of November 1, 2017 in the amount set forth below votes to (check one box):

ACCEPT the Plan

REJECT the Plan

IF YOU VOTE TO ACCEPT THE PLAN, YOU ARE SPECIFICALLY CONSENTING TO THE RELEASES CONTAINED IN THE PLAN WITH RESPECT TO ALL CLAIMS VOTED ON THIS BALLOT. SUCH RELEASES INCLUDE, BUT ARE NOT LIMITED TO, THE RELEASES CONTAINED IN SECTIONS 10.02 AND 10.03 OF THE PLAN, WHICH INCLUDE THE RELEASE OF CLAIMS AND CAUSES OF ACTION AGAINST CERTAIN NONDEBTORS.

Creditor: _____

Claim Amount: \$ _____

Item 2. Certification. By returning this Ballot, the holder of the Class 5A Claim(s) certifies that (1) it has full power and authority to vote to accept or reject the Plan with respect to the Class 5A Claim, (2) it was the Holder of the Class 5A Claim(s) as of November 1, 2017, (3) all Ballots to vote Class 5A Claims submitted by the Holder indicate the same vote to accept or reject the Plan that the Holder has indicated on this Ballot, and (d) it has received a copy of the Disclosure Statement (including the appendices thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.

EXHIBIT 2I – CLASS 5B GENERAL UNSECURED CLAIM BALLOT

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

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

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS’
JOINT CHAPTER 11 PLAN DATED AS OF OCTOBER 6, 2017**

CLASS 5B: GENERAL UNSECURED CLAIM AGAINST WORDSWORTH CUA 5, LLC

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., PREVAILING EASTERN TIME, ON DECEMBER 4, 2017**

This Class 5B Ballot is submitted to you to solicit your vote to accept or reject the Joint Chapter 11 Plan Dated as of October 6, 2017 (the “Plan”) proposed by the above-captioned debtors and debtors in possession, (collectively, the “Debtors”). The Plan is Appendix A to the Disclosure Statement With Respect to the Joint Chapter 11 Plan Dated as of October 6, 2017 (the “Disclosure Statement”), which is included with the materials accompanying this Ballot. Each capitalized term used but not otherwise defined herein shall have the meaning ascribed thereto in the Plan.

If you are the Holder of a Class 5B General Unsecured Claim, please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement has been approved by the Bankruptcy Court as providing adequate information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (1) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class of Claims who vote on the Plan, and (2) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

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.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan. If you hold Claims in more than one Class or in multiple accounts, you will receive a Ballot for each class or account in which you are entitled to vote.

Upon completion, this Ballot should be returned to Debtors' Counsel, Dilworth Paxson LLP, by mail, overnight courier or personal delivery at the applicable following address:

**BY UNITED STATES MAIL, OVERNIGHT
COURIER OR HAND DELIVERY:** Dilworth Paxson LLP
1500 Market St., Suite 3500E
Philadelphia, PA 19102
Attn: Christine Chapman-Tomlin

If your Ballot is not received by Debtors' counsel on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. Ballots will not be accepted by facsimile transmission. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON DECEMBER 4, 2017.

**PLEASE READ THE FOLLOWING
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

HOW TO VOTE:

1. COMPLETE ITEM 1.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 2.
3. SIGN AND DATE THE BALLOT.
4. RETURN THE BALLOT IN THE ENCLOSED PRE-ADDRESSED POSTAGE-PAID ENVELOPE.
5. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM *EITHER* TO ACCEPT OR TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED.

Item 1. Vote. The undersigned, a holder of a General Unsecured Claim in Class 5B of the Plan as of November 1, 2017 in the amount set forth below votes to (check one box):

ACCEPT the Plan

REJECT the Plan

IF YOU VOTE TO ACCEPT THE PLAN, YOU ARE SPECIFICALLY CONSENTING TO THE RELEASES CONTAINED IN THE PLAN WITH RESPECT TO ALL CLAIMS VOTED ON THIS BALLOT. SUCH RELEASES INCLUDE, BUT ARE NOT LIMITED TO, THE RELEASES CONTAINED IN SECTIONS 10.02 AND 10.03 OF THE PLAN, WHICH INCLUDE THE RELEASE OF CLAIMS AND CAUSES OF ACTION AGAINST CERTAIN NONDEBTORS.

Creditor: _____ Claim Amount: \$_____

Item 2. Certification. By returning this Ballot, the holder of the Class 5B Claim(s) certifies that (1) it has full power and authority to vote to accept or reject the Plan with respect to the Class 5B Claim, (2) it was the Holder of the Class 5B Claim(s) as of November 1, 2017, (3) all Ballots to vote Class 5B Claims submitted by the Holder indicate the same vote to accept or reject the Plan that the Holder has indicated on this Ballot, and (d) it has received a copy of the Disclosure Statement (including the appendices thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

**YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY
THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.**

Name of Claim Holder: _____
(Print or Type)

Account Number (if applicable): _____

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Print Name: _____

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Date Completed: _____

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

UPON COMPLETION, THIS BALLOT SHOULD BE RETURNED TO DEBTORS' COUNSEL, DILWORTH PAXSON LLP, AS DIRECTED. IF YOUR BALLOT IS NOT RECEIVED BY DEBTORS' COUNSEL ON OR BEFORE THE VOTING DEADLINE AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT, DONLIN RECANO & COMPANY, BY TELEPHONE AT 212-771-1128 OR BY EMAIL AT DRCVOTE@DONLINRECANO.COM

EXHIBIT 2J – CLASS 5C GENERAL UNSECURED CLAIM BALLOT

**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

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS’
JOINT CHAPTER 11 PLAN DATED AS OF OCTOBER 6, 2017**

**CLASS 5C: GENERAL UNSECURED CLAIM AGAINST WORDSWORTH CUA 10,
LLC**

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN
IS 5:00 P.M., PREVAILING EASTERN TIME, ON DECEMBER 4, 2017**

This Class 5C Ballot is submitted to you to solicit your vote to accept or reject the Joint Chapter 11 Plan Dated as of October 6, 2017 (the “Plan”) proposed by the above-captioned debtors and debtors in possession, (collectively, the “Debtors”). The Plan is Appendix A to the Disclosure Statement With Respect to the Joint Chapter 11 Plan Dated as of October 6, 2017 (the “Disclosure Statement”), which is included with the materials accompanying this Ballot. Each capitalized term used but not otherwise defined herein shall have the meaning ascribed thereto in the Plan.

If you are the Holder of a Class 5C General Unsecured Claim, please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement has been approved by the Bankruptcy Court as providing adequate information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if the Plan (1) is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class of Claims who vote on the Plan, and (2) otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

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.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan. If you hold Claims in more than one Class or in multiple accounts, you will receive a Ballot for each class or account in which you are entitled to vote.

Upon completion, this Ballot should be returned to Debtors' Counsel, Dilworth Paxson LLP, by mail, overnight courier or personal delivery at the applicable following address:

**BY UNITED STATES MAIL, OVERNIGHT
COURIER OR HAND DELIVERY:** Dilworth Paxson LLP
1500 Market St., Suite 3500E
Philadelphia, PA 19102
Attn: Christine Chapman-Tomlin

If your Ballot is not received by Debtors' counsel on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. Ballots will not be accepted by facsimile transmission. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON DECEMBER 4, 2017.

**PLEASE READ THE FOLLOWING
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

HOW TO VOTE:

1. COMPLETE ITEM 1.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 2.
3. SIGN AND DATE THE BALLOT.
4. RETURN THE BALLOT IN THE ENCLOSED PRE-ADDRESSED POSTAGE-PAID ENVELOPE.
5. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED.

Item 1. Vote. The undersigned, a holder of a General Unsecured Claim in Class 5C of the Plan as of November 1, 2017 in the amount set forth below votes to (check one box):

ACCEPT the Plan

REJECT the Plan

IF YOU VOTE TO ACCEPT THE PLAN, YOU ARE SPECIFICALLY CONSENTING TO THE RELEASES CONTAINED IN THE PLAN WITH RESPECT TO ALL CLAIMS VOTED ON THIS BALLOT. SUCH RELEASES INCLUDE, BUT ARE NOT LIMITED TO, THE RELEASES CONTAINED IN SECTIONS 10.02 AND 10.03 OF THE PLAN, WHICH INCLUDE THE RELEASE OF CLAIMS AND CAUSES OF ACTION AGAINST CERTAIN NONDEBTORS.

Creditor: _____

Claim Amount: \$ _____

Item 2. Certification. By returning this Ballot, the holder of the Class 5C Claim(s) certifies that (1) it has full power and authority to vote to accept or reject the Plan with respect to the Class 5C Claim, (2) it was the Holder of the Class 5C Claim(s) as of November 1, 2017, (3) all Ballots to vote Class 5C Claims submitted by the Holder indicate the same vote to accept or reject the Plan that the Holder has indicated on this Ballot, and (d) it has received a copy of the Disclosure Statement (including the appendices thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.

Name of Claim Holder: _____
(Print or Type)

Account Number (if applicable): _____

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Print Name: _____

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Date Completed: _____

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

UPON COMPLETION, THIS BALLOT SHOULD BE RETURNED TO DEBTORS' COUNSEL, DILWORTH PAXSON LLP, AS DIRECTED. IF YOUR BALLOT IS NOT RECEIVED BY DEBTORS' COUNSEL ON OR BEFORE THE VOTING DEADLINE AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT, DONLIN RECANO & COMPANY, BY TELEPHONE AT 212-771-1128 OR BY EMAIL AT DRCVOTE@DONLINRECANO.COM

Name of Claim Holder: _____
(Print or Type)

Account Number (if applicable): _____

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Print Name: _____

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Date Completed: _____

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

UPON COMPLETION, THIS BALLOT SHOULD BE RETURNED TO DEBTORS' COUNSEL, DILWORTH PAXSON LLP, AS DIRECTED. IF YOUR BALLOT IS NOT RECEIVED BY DEBTORS' COUNSEL ON OR BEFORE THE VOTING DEADLINE AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT, DONLIN RECANO & COMPANY, BY TELEPHONE AT 212-771-1128 OR BY EMAIL AT DRCVOTE@DONLINRECANO.COM

EXHIBIT 3 – CONFIRMATION HEARING NOTICE

**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

NOTICE OF (A) ENTRY OF ORDER APPROVING DISCLOSURE STATEMENT AND SOLICITATION PROCEDURES; (B) DEADLINE FOR CASTING VOTES TO ACCEPT OR REJECT CHAPTER 11 PLAN; (C) HEARING TO CONSIDER CONFIRMATION OF CHAPTER 11 PLAN, AND (D) RELATED MATTERS

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. Pursuant to an order dated November __, 2017 (Docket No. [__]), the “Approval Order”), the United States Bankruptcy Court for the Eastern District of Pennsylvania (the “Court”) has (a) approved the Disclosure Statement With Respect to the Joint Chapter 11 Plan Dated as of October 6, 2017 (the “Disclosure Statement”) filed by the above-captioned debtors and debtors in possession (the “Debtors”) and (b) authorized the Debtors to solicit votes to accept or reject the Debtors’ Joint Chapter 11 Plan Dated as of October 6, 2017 (as may be amended, the “Plan”).

2. The Approval Order establishes **November 1, 2017** as the Record Date for determining the holders of prepetition claims entitled to vote to accept or reject the Plan and establishes **5:00 p.m. on December 4, 2017** as the Voting Deadline for submission of ballots to accept or reject the Plan (the “Ballots”). Holders of claims entitled to vote to accept or reject the Plan will receive the following materials: (a) this Notice, (b) a copy of the Approval Order (without exhibits) to which this Notice corresponds, (c) the Disclosure Statement, (d) the Plan, and (e) one or more Ballots (and return envelopes) to be used in voting to accept or reject the Plan (collectively, the “Solicitation Package”). Failure to follow the instructions set forth in the Ballot may disqualify that Ballot and the vote represented thereby.

3. Holders of (a) unimpaired claims and (b) claims or interests that will receive no distribution under the Plan are not entitled to vote on the Plan and, therefore, will receive a notice of non-voting status rather than a Ballot. If you are not entitled to vote to accept or reject the Plan but believe that you should be entitled to vote to accept or reject the Plan, then you must serve on the Notice Parties (defined below), file with the Bankruptcy Court a motion for an order pursuant to Bankruptcy Rule 3018(a) (a “Rule 3018(a) Motion”) temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan and seek a hearing

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.

on the Rule 3018 Motion by December 4, 2017. The Ballot of any creditor filing a Rule 3018(a) Motion shall not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing.

4. A hearing to consider confirmation of the Plan (the “Confirmation Hearing”) will be held at the United States Bankruptcy Court for the Eastern District of Pennsylvania, Robert N.C. Nix, Sr. Federal Courthouse, Courtroom 5, 900 Market Street, Philadelphia, PA 19107 **on December 6, 2017, at 11:00 a.m., prevailing Eastern time.** The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

5. Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the Claim or Interest of such party; (c) state with particularity the basis and nature of any objection; (d) be filed with the Court electronically; and (e) be served on the following parties (the “Notice Parties”) no later than 5:00 p.m., Eastern time, on **November 30, 2017** (the “Plan Objection Deadline”): (i) counsel for the Debtors, Dilworth Paxson LLP, 1500 Market Street, Suite 3500E, Philadelphia, PA 19102 (Attn: Lawrence G. McMichael); (ii) the Office of The United States Trustee, Eastern District of Pennsylvania, 833 Chestnut Street, Suite 500, Philadelphia, Pennsylvania 19107 (Attn: Kevin Callahan); and (iv) Cullen and Dykman, One Riverfront Plaza, Newark, NJ 07102 (Attn: S. Jason Teele), counsel to the Official Committee of Unsecured Creditors.

6. Requests for copies of the Disclosure Statement and the Plan (excluding certain voluminous exhibits thereto) by parties in interest may be made in writing or by telephone to Debtor’s counsel. If you have any questions regarding this Notice, please call Debtor’s counsel at (215) 575-7110.

UNLESS AN OBJECTION IS TIMELY FILED AND SERVED AS PROVIDED HEREIN, IT MAY NOT BE CONSIDERED AT THE HEARING.

Dated: November __, 2017

BY ORDER OF THE COURT

/s/

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