

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

IN RE:)	
)	CHAPTER 11
WORDSWORTH ACADEMY, ET AL., ¹)	CASE NO. 17- 14463 (AMC)
)	
DEBTORS.)	JOINTLY ADMINISTERED
)	

**ORDER CONFIRMING DEBTORS'
JOINT CHAPTER 11 PLAN**

AND NOW, upon consideration of the Joint Chapter 11 Plan dated December 13, 2017 (the "Plan")² (Doc. No. 451) proposed by the above Debtors in these jointly administered chapter 11 cases;

AND, the Plan having been transmitted to Creditors and parties in interest;

AND, the ballots and solicitation materials approved by this Court on November 9, 2017 having been transmitted to Creditors as directed by this Court;

AND, upon certification of the Debtors regarding the tabulation of the ballots in favor of and in opposition to the Plan;

AND, after a hearing on Confirmation of the Plan held on December 18, 2017, adequate notice of which was served by the Debtors on all Creditors and parties in interest as directed by this Court;

AND, the Court finding that the Plan complies with the requirements of 11 U.S.C. §§ 1122 and 1123, and the requirements for Confirmation set forth in 11 U.S.C. § 1129(b) have been satisfied.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: Wordsworth Academy (9031); Wordsworth CUA 5, LLC (0983); and Wordsworth CUA 10, LLC (5980). Wordsworth Academy has an address at 3300 Henry Ave., Philadelphia, PA 19129.

² Capitalized terms not defined herein shall have the meaning as set forth in the Plan.

It is hereby ORDERED that:

1. The Plan at Docket No. 451 is CONFIRMED.

2. Based on the record before the Court, the Debtors, the Committee and all of their Professionals have acted in “good faith” within the meaning of 11 U.S.C. § 1125(e) in connection with all of their respective activities relating to the solicitation of acceptances to the Plan and their participation in activities described in section 1125 of the Bankruptcy Code; therefore, the Debtors, the Committee and all of their Professionals are entitled to the protections afforded by 11 U.S.C. § 1125(e).

3. The filing of the Plan and Schedules 6.02(a) and (b), and the notice of the entry of this Order constitute adequate notice of the assumption and rejection of executory contracts and unexpired leases pursuant to Article VI of the Plan, both for contracts and leases that are listed on the Schedules 6.02(a) or (b) of the Plan as well as those contracts and leases assumed or rejected pursuant to the terms of the Plan. No further notice is required.

4. The Debtors have exercised reasonable business judgment in determining whether to assume or reject each of their executory contracts and unexpired leases as set forth in Article VI of the Plan and each assumption or rejection provided in Article VI of the Plan shall be legal, valid and binding upon the Debtors, their bankruptcy estates and all non-debtor parties to such executory contract or unexpired lease to the same extent as if such assumption or rejection had been effectuated pursuant to an appropriate separate order of this Court. Upon satisfaction of the cure amounts, as set forth on Schedule 6.02(a), and upon the Effective Date of the Plan, all contracts and leases designated by the Debtors as being assumed in Article VI of the Plan shall be assumed and binding upon the parties thereto.

5. The Debtors are hereby authorized and directed to enter into the Affiliation Agreement with Public Health Management Corporation and/or its affiliates, as provided in the Plan, on or before the Effective Date of the Plan.

6. Pursuant to 11 U.S.C. § 1141(b) and (c), all assets of each of the Debtors shall vest in the reorganized Debtors, free and clear of all liens, claims, encumbrances and other interests, except as expressly provided in the Plan and Affiliation Agreement.

7. Except as otherwise provided in this Order or in the Plan, upon entry of this Order, the Debtors shall be discharged of all Claims, debts and other obligations to the extent set forth in 11 U.S.C. § 1141(d).

8. To the extent that the Debtors transfer or make delivery of an instrument of transfer pursuant to the Plan and as necessary to implement the Plan, including those transfers contemplated as Restructuring Transactions and in Section VII of the Plan, such transfer or delivery shall not be taxed under any law imposing a stamp tax or similar tax to the largest extent provided under 11 U.S.C. § 1146. Nothing herein is meant to alter or augment the Debtors' rights as provided under Section 1146.

9. The conditions to confirmation as set forth in Article IX of the Plan have been satisfied or waived or will be satisfied by the entry of this Order.

10. The discharge, release and injunction provisions set forth in Sections 10.02 and 10.03 of the Plan are made in exchange for consideration, are in the best interest of the Debtors, the estates and Holders of Claims and Interests and are fair, equitable and integrally necessary elements of the restructuring and resolution of these chapter 11 cases in accordance with the Plan. Nothing in Sections 10.02 or 10.03 of the Plan provides a release in favor of any third

party of any Claims that arose prior to the commencement of these chapter 11 cases or a release beyond that which is permitted by the Bankruptcy Code.

11. The stay provided by Bankruptcy Rule 3020(e) shall not apply to this Order. Immediately upon the effective date of the Plan, this Order and the terms of the Plan shall bind (a) the Debtors; (b) all Holders of Claims and Interests; (c) any other party in interest in these chapter 11 cases; (d) anyone who made an appearance in these chapter 11 cases; and (e) each of the foregoing's respective heirs, successors, assigns, agents, attorneys, affiliates and beneficiaries.

12. The entry of this Order authorizes the Debtors to take or cause to be taken all actions necessary or appropriate to consummate and implement the provisions of the Plan prior to, on and after the Effective Date, and all such actions taken or caused to be taken shall be deemed to have been authorized and approved by this Court.

13. As of the Effective Date of the Plan and subject to the Court's retention of jurisdiction under Article XI of the Plan, the Debtors may operate their organizations and may use, acquire and dispose of property and settle and compromise Claims in accordance with the Plan without supervision or approval by the Bankruptcy Court and free of any restrictions of the Bankruptcy Code or the Bankruptcy Rules.

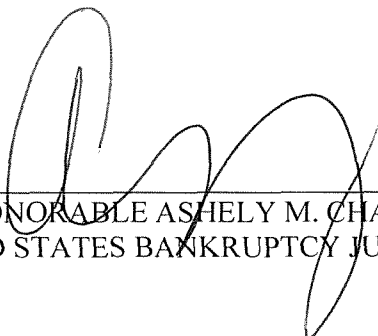
14. Upon the occurrence of the Effective Date, any requirement that Professionals comply with sections 327 through 331 of the Bankruptcy Code in seeking retention or compensation for services rendered after the Effective Date shall terminate and the Debtors may employ and pay all Professionals in the ordinary course of business without any further notice to, action by or order or approval of the Bankruptcy Court or any other party.

15. On the Effective Date, the Official Committee of Unsecured Creditors shall be automatically dissolved and all of its members, Professionals and agents shall be deemed released of their duties, responsibilities and obligations in connection with the Debtors, the chapter 11 cases, the Plan or its implementation.

16. Pursuant to Bankruptcy Rules 2002(f)(7), 2002(k) and 3020(c), the Debtors shall file and serve notice of entry of this Order on creditors and parties in interest and the United States Trustee for the Eastern District of Pennsylvania by causing such notice to be delivered to such parties by first-class mail, postage prepaid, within ten business days after the entry of this order. Further, the Debtors shall similarly file and serve notice of the Effective Date of the Plan within ten business days following the occurrence of the Effective Date. Such notices shall also be posted on the Debtors' website. Such notice is adequate under the particular circumstances and no other or further notice is necessary.

17. This Order is a final order and the period in which an appeal must be filed shall commence upon the entry hereof.

Dated: December 18, 2017
Philadelphia, Pennsylvania



THE HONORABLE ASHELY M. CHAN
UNITED STATES BANKRUPTCY JUDGE