

In re:
Wordsworth Academy
Wordsworth Academy
Debtors

Case No. 17-14463-amc
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0313-2

User: PaulP
Form ID: pdf900

Page 1 of 2
Total Noticed: 2

Date Rcvd: Dec 18, 2017

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 20, 2017.

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

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Dec 20, 2017

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on December 18, 2017 at the address(es) listed below:

ANNE M. AARONSON on behalf of Debtor Wordsworth Academy aaronson@dilworthlaw.com,
mdolan@dilworthlaw.com;cchapman-tomlin@dilworthlaw.com;mferrier@dilworthlaw.com
ANNE M. AARONSON on behalf of Debtor Wordsworth CUA 10, LLC aaronson@dilworthlaw.com,
mdolan@dilworthlaw.com;cchapman-tomlin@dilworthlaw.com;mferrier@dilworthlaw.com
ANNE M. AARONSON on behalf of Claims Agent Donlin, Recano & Company, Inc.
aaronson@dilworthlaw.com,
mdolan@dilworthlaw.com;cchapman-tomlin@dilworthlaw.com;mferrier@dilworthlaw.com
BONNIE POLLACK on behalf of Creditor Official Committee of Unsecured Creditors of Wordsworth
Academy, et al bpollack@cullenanddykman.com
CARLA ARIAS on behalf of Commonwealth of PA UCTS carias@pa.gov
CHRISTOPHER R. MOMJIAN on behalf of Creditor Commonwealth of Pennsylvania Department of
Revenue crmomjian@attorneygeneral.gov
DANA KATE COYNE on behalf of Marvin Canady dcoyne@lipskybrandt.com
DANA KATE COYNE on behalf of Brooke Diggs dcoyne@lipskybrandt.com
DANIEL R. UTAIN on behalf of Creditor List Associates, L.P. dutain@kaplaw.com,
llapenna@kaplaw.com
FRED W. HOENSCH on behalf of Creditor Northeast Treatment Centers, Inc.
fred.hoensch@piblaw.com
HOLLY ELIZABETH SMITH on behalf of Creditor Children's Choice, Inc. hsmith@gssbblaw.com
JAMES J. HOLMAN on behalf of PUBLIC HEALTH MANAGEMENT CORPORATION jjholman@duanemorris.com
JEFFREY KURTZMAN on behalf of Creditor Unit Four Falls Center, L.P.
Kurtzman@kurtzmansteady.com
JEFFREY S. CIANCIULLI on behalf of Creditor Official Committee of Unsecured Creditors of
Wordsworth Academy, et al jcianciulli@weirpartners.com, thall@weirpartners.com
JENNIFER P. KNOX on behalf of M&T BANK jknox@reedsmith.com
JENNIFER P. KNOX on behalf of Creditor M&T BANK jknox@reedsmith.com
JOEL C. SHAPIRO on behalf of Interested Party Siena Lending Group LLC shapiro-jc@blankrome.com
KEVIN P. CALLAHAN on behalf of U.S. Trustee United States Trustee kevin.p.callahan@usdoj.gov
LAWRENCE G. MCMICHAEL on behalf of Debtor Wordsworth CUA 10, LLC lmc michael@dilworthlaw.com,
cpappas@dilworthlaw.com;mdolan@dilworthlaw.com;amelli-mirza@dilworthlaw.com;mferrier@dilworthlaw.com
LAWRENCE G. MCMICHAEL on behalf of Debtor Wordsworth Academy lmc michael@dilworthlaw.com,
cpappas@dilworthlaw.com;mdolan@dilworthlaw.com;amelli-mirza@dilworthlaw.com;mferrier@dilworthlaw.com
LOUIS I. LIPSKY on behalf of Marvin Canady LLipsky@lipskybrandt.com, mcoste@lipskybrandt.com
LOUIS I. LIPSKY on behalf of Brooke Diggs LLipsky@lipskybrandt.com, mcoste@lipskybrandt.com
MARK D. PFEIFFER on behalf of Creditor Delta Community Supports mark.pfeiffer@bipc.com,
donna.curcio@bipc.com

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

MARK J. DORVAL on behalf of Creditor Catholic Social Services of the Archdiocese of Philadelphia mdorval@stradley.com
MEGAN N. HARPER on behalf of Creditor City of philadelphia megan.harper@phila.gov, james.feighan@phila.gov
MICHAEL R LASTOWSKI on behalf of PUBLIC HEALTH MANAGEMENT CORPORATION mlastowski@duanemorris.com
MICHELLE K CARSON on behalf of Creditor Devereux Foundation mcarson@devereux.org, cdry@devereux.org;dfarrell@devereux.org
MONICA MATHEWS REYNOLDS on behalf of General Healthcare Resources, Inc. mreynolds@highswartz.com
NICOLE STEFANELLI on behalf of Creditor Official Committee of Unsecured Creditors of Wordsworth Academy, et al nstefanelli@cullenanddykman.com
PETER C. HUGHES on behalf of Debtor Wordsworth Academy phughes@dilworthlaw.com, mdolan@dilworthlaw.com;cct@dilworthlaw.com
PETER C. HUGHES on behalf of Debtor Wordsworth CUA 10, LLC phughes@dilworthlaw.com, mdolan@dilworthlaw.com;cct@dilworthlaw.com
PETER C. HUGHES on behalf of Financial Advisor Getzler Henrich phughes@dilworthlaw.com, mdolan@dilworthlaw.com;cct@dilworthlaw.com
RICHARD J. PARKS on behalf of George Junior Republic rjp@pietragallo.com, jk@pietragallo.com;ms@pietragallo.com;lljobe@pietragallo.com
S. JASON TEELE on behalf of Financial Advisor Cullen and Dykman LLP steele@cullenanddykman.com
S. JASON TEELE on behalf of Creditor Official Committee of Unsecured Creditors of Wordsworth Academy, et al steele@cullenanddykman.com
STANTON M. LACKS on behalf of Creditor Debra Lacks blacksllaw@comcast.net, lackssr67746@notify.bestcase.com
STEVEN FRANCIS MARINO on behalf of Creditor Elizabeth Hess smarino@marinoassociates.net, dmcmurray@marinoassociates.net;sgindville@marinoassociates.net
TRAVIS L. KREISER on behalf of Earthscapes LLC travis.kreiser@verizon.net
United States Trustee USTPRegion03.PH.ECF@usdoj.gov
WILLIAM J. BURNETT on behalf of Interested Party Learn and Play t/a Play and Learn william.burnett@flastergreenberg.com, william.burnett@ecf.inforuptcy.com

TOTAL: 40

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