| Fill in this information to identify the case: | | | |
|---|--|--|--|
| United States Bankruptcy Court for the: | | | |
| District of Delaware | | | |
| Case number (<i>If known</i>): 18-11537 Chapter <u>7</u> | | | |

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

| 1. | Debtor's name | The Art Institute of Portland, Inc. | |
|----|---|---|---|
| 2. | All other names debtor used in the last 8 years Include any assumed names, trade names, and <i>doing business</i> <i>as</i> names | | |
| 3. | Debtor's federal Employer Identification Number (EIN) | 52-2082215 | |
| 4. | Debtor's address | Principal place of business | Mailing address, if different from principal place of business |
| | | Number Street 210 Sixth Avenue, 3 rd Floor | Number Street |
| | | Pittsburgh, PA 15222 | |
| | | City State ZIP Code Allegheny County | City State ZIP Code Location of principal assets, if different from principal place of business |
| | | | Number Street |
| | | | City State ZIP Code |
| 5. | Debtor's website (URL) | _edmc.com | |
| 6. | Type of debtor | Corporation (including Limited Liability Company (L Partnership (excluding LLP) Other. Specify: | · · · · · · · |

Case 18-11537-LSS Doc 1 Filed 06/29/18 Page 2 of 23

| De | btor <u>The Art Institute of Po</u> | land, Inc. Case number (if known) | | |
|-----|---|--|------|--|
| 7. | Describe debtor's business | A. Check one: Health Care Business (as defined in 11 U.S.C. § 101(27A)) Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B)) Railroad (as defined in 11 U.S.C. § 101(44)) Stockbroker (as defined in 11 U.S.C. § 101(53A)) Commodity Broker (as defined in 11 U.S.C. § 101(6)) Clearing Bank (as defined in 11 U.S.C. § 781(3)) None of the above B. Check all that apply: Tax-exempt entity (as described in 26 U.S.C. § 501) Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3) Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11)) C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes . | | |
| 8. | Under which chapter of the Bankruptcy Code is the debtor filing? | Check one: Chapter 7 Chapter 7 Chapter 9 Chapter 11. Check all that apply: Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that). The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B). A plan is being filed with this petition. Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Fil for Bankruptcy under Chapter 11 (Official Form 201A) with this form. The debtor is a shell company as defined in the Securities Exchange Act of 1934Rule 12b-2. | ling | |
| 9. | Were prior bankruptcy cases filed by or against the debtor within the last 8 years? If more than 2 cases, attach a | I Yes. DistrictWhenCase number MM / DD / YYYY | | |
| 10. | Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? List all cases. If more than 1, attach a separate list. | DistrictWhenCase numberMM / DD / YYYY No X Yes. Debtor: See Schedule 1DistriWhen When When | ct | |

Case 18-11537-LSS Doc 1 Filed 06/29/18 Page 3 of 23

| Debtor <u>The Art Institute of Po</u> | rtland, Inc. | Case number (if ko | own) |
|---|---|---|--|
| 1. Why is the case filed in <i>this</i> | Check all that apply: | | |
| district? | | cile, principal place of business, or princ ne date of this petition or for a longer p | cipal assets in this district for 180 days art of such 180 days than in any other distr |
| | A bankruptcy case conc | cerning debtor's affiliate, general partne | er, or partnership is pending in this district |
| . Does the debtor own or have | | | |
| possession of any real property or personal property | | ach property that needs immediate atte | ntion. Attach additional sheets if needed. |
| that needs immediate | Why does the pro | perty need immediate attention? (Ch | eck all that apply.) |
| attention? | - | leged to pose a threat of imminent and ard? | identifiable hazard to public health or safe |
| | | hysically secured or protected from the | |
| | | shable goods or assets that could quick | |
| | attention (for ex assets or other | ample, livestock, seasonal goods, mea | at, dairy, produce, or securities-related |
| | Other | | |
| | Where is the prop | erty? Number Street | |
| | 0 | Number Street | |
| | | · | |
| | | City | State ZIP Code |
| | Is the property insured? | | |
| | D No | | |
| | Yes. Insurance a | gency | |
| | Contact nan | ne | |
| | Phone | | |
| | | | |
| Statistical and adminis | trative information | | |
| . Debtor's estimation of | Check one: | | |
| available funds | | or distribution to unsecured creditors. | |
| | X After any administrative | expenses are paid, no funds will be ava | ailable for distribution to unsecured creditor |
| · · · · · · · · · · · · · · · · · · · | × 1-49 | 1.000-5,000 | 25,001-50,000 |
| Estimated number of creditors | 50-99 100-199 | 5,001-10,00010,001-25,000 | 50,001-100,000 More than 100,000 |
| | 200-999 | - 10.001 23,000 | |
| а алаан ал | ⊠ \$0-\$50,000 | \$1,000,001-\$10 million | \$ 500,000,001-\$1 billion |
| 5. Estimated assets | <pre>\$50,001-\$100,000</pre> \$100,001-\$500,000 | \$10,000,001-\$50 million \$50,000.001-\$100 million | \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion |
| | S100,001-\$500,000 \$500,000 \$500,000 | □ \$50,000,001-\$100 million □ \$100,000,001-\$500 million | More than \$50 billion |
| | | | |
| | man anan a menenanyan ia ia | • | |
| 0/5 : 1 5 | | | |

,

| Name | otor <u>The Art Institute of Portland, Inc.</u> Case number (if known) | | nown) |
|--|--|--|--|
| 16. Estimated liabilities | \$0-\$50,000 \$50,001-\$100,000 \$100,001-\$500,000 \$500,001-\$1 million | \$1,000,001-\$10 million \$10,000,001-\$50 million \$50,000,001-\$100 million \$100,000,001-\$500 million | ☑ \$500,000,001-\$1 billion □ \$1,000,000,001-\$10 billion □ \$10,000,000,001-\$50 billion □ More than \$50 billion |
| Request for Relief, D | eclaration, and Signature | 5 | |
| | | atement in connection with a bankruptc 18 U.S.C. §§ 152, 1341, 1519, and 35 | |
| 17. Declaration and signature o authorized representative o debtor | | lief in accordance with the chapter of titl | e 11, United States Code, specified in this |
| | I have been authorized | to file this petition on behalf of the debt | or. |
| | I have examined the inf correct. | formation in this petition and have a rea | sonable belief that the information is true and |
| | I declare under penalty of p Executed on | erjury that the foregoing is true and cor 23 | rrect. |
| | Signature of authorized rep | Fran | k Jalufka |
| | Title <u>President</u> | | |
| 18. Signature of attorney | Signature of attorney for b | btor Date | 6/28/18 MM /DD /YYYY |
| | Every, J Printed name | . meltre | |
| | Pepper Hamilton | | |
| | 1313 Market St, I Number Street | Hercules Plaza Ste 5100, PO B | ox 1709 |
| | Wilmington City | Cha | DE 19899-1709 ZIP Code |
| | 302-777-6500 | Sta | strattond@pepperlaw.com meltzere@pepperlaw.com |
| | Contact phone | | ail address |
| | David B. Stratton Evelyn J. Meltzer | | DE DE |
| | Bar number | Sta | <u>ta</u> |

Case 18-11537-LSS Doc 1 Filed 06/29/18 Page 5 of 23

<u>Schedule 1</u>

| Case Number | Debtor | FEIN |
|-------------|--|-------------|
| 18-11494 | Education Management II LLC | 47-2042661 |
| 18-11495 | American Education Centers, Inc. | 23-2726160 |
| 18-11496 | Argosy Education Group, Inc. | 36-2855674 |
| 18-11497 | Argosy University of California LLC | 27-1651273 |
| 18-11498 | Brown Mackie College - Tucson, Inc. | 86-026-4601 |
| 18-11499 | Education Finance III LLC | 47-2192533 |
| 18-11500 | Education Management Corporation | 25-1119571 |
| 18-11501 | Education Management Holdings II LLC | 47-2042529 |
| 18-11502 | Education Management LLC | 20-4506022 |
| 18-11503 | Higher Education Services II LLC | 47-2203436 |
| 18-11504 | Miami International University of Art & Design, Inc. | 58-2641065 |
| 18-11505 | South Education – Texas LLC | 27-2192573 |
| 18-11506 | South University of Alabama, Inc. | 63-0314610 |
| 18-11507 | South University of Carolina, Inc. | 58-2338201 |
| 18-11508 | South University of Florida, Inc. | 75-3009226 |
| 18-11509 | South University of Michigan, LLC | 27-3966655 |
| 18-11510 | South University of North Carolina LLC | 26-1569113 |
| 18-11511 | South University of Ohio LLC | 45-0949944 |
| 18-11512 | South University of Virginia, Inc. | 26-1569263 |
| 18-11513 | South University Research II LLC | 47-2323744 |
| 18-11514 | South University, LLC | 58-1147090 |
| 18-11515 | Stautzenberger College Education Corporation | 23-2914675 |
| 18-11516 | TAIC-San Diego, Inc. | 95-3791894 |
| 18-11517 | TAIC-San Francisco, Inc. | 95-3789487 |
| 18-11518 | The Art Institutes International Minnesota, Inc. | 25-1796999 |
| 18-11519 | The Art Institute of Atlanta, LLC | 58-0671597 |
| 18-11520 | The Art Institute of Austin, Inc. | 26-1173626 |
| 18-11521 | The Art Institute of California-Hollywood, Inc. | 22-3863289 |
| 18-11522 | The Art Institute of California-Inland Empire, Inc. | 20-2316775 |

Case 18-11537-LSS Doc 1 Filed 06/29/18 Page 6 of 23

| 18-11523 | The Art Institute of California - Los Angeles, Inc. | 25-1364215 |
|----------|---|------------|
| | 18-11524The Art Institute of California-Orange County, Inc. | |
| | | 52-2136608 |
| 18-11525 | The Art Institute of California-Sacramento, Inc. | 20-5076212 |
| 18-11526 | The Art Institute of Charleston, Inc. | 20-5076048 |
| 18-11527 | The Art Institute of Charlotte, LLC | 56-1024912 |
| 18-11528 | The Art Institute of Colorado, Inc. | 84-0703062 |
| 18-11529 | The Art Institute of Dallas, Inc. | 75-1589012 |
| 18-11530 | The Art Institute of Fort Lauderdale, Inc. | 59-1500255 |
| 18-11531 | The Art Institute of Houston, Inc. | 75-1589015 |
| 18-11532 | The Art Institute of Indianapolis, LLC | 25-1586913 |
| 18-11533 | The Art Institute of Las Vegas, Inc. | 88-0256362 |
| 18-11534 | The Art Institute of Michigan, Inc. | 20-5218614 |
| 18-11535 | The Art Institute of Philadelphia LLC | 26-4467396 |
| 18-11536 | The Art Institute of Pittsburgh LLC | 26-4467441 |
| 18-11537 | The Art Institute of Portland, Inc. | 52-2082215 |
| 18-11538 | The Art Institute of Raleigh-Durham, Inc. | 26-1388031 |
| 18-11539 | The Art Institute of St. Louis, Inc. | 80-0449555 |
| 18-11540 | The Art Institute of San Antonio, Inc. | 26-4104394 |
| 18-11541 | The Art Institute of Seattle, Inc. | 52-1209614 |
| 18-11542 | The Art Institute of Tampa, Inc. | 01-0746822 |
| 18-11543 | The Art Institute of Tennessee-Nashville, Inc. | 20-1705359 |
| 18-11544 | The Art Institute of Virginia Beach LLC | 26-2242784 |
| 18-11545 | The Art Institute of Washington, Inc. | 52-1117043 |
| 18-11546 | The Art Institutes International II LLC | 47-2179270 |
| 18-11547 | The Illinois Institute of Art at Schaumburg, Inc. | 36-4043502 |
| 18-11548 | The Illinois Institute of Art, Inc. | 36-4043500 |
| 18-11549 | The Institute of Post-Secondary Education, Inc. | 25-1360283 |
| 18-11550 | The New England Institute of Art, LLC | 04-2987798 |
| 18-11551 | The University of Sarasota, Inc. | 59-3335558 |
| 18-11552 | Western State University of Southern California | 95-2313875 |

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CERTIFICATE OF SECRETARY OF BOARD OF DIRECTORS OF EDUCATION MANAGEMENT CORPORATION

June <u>1</u>, 2018

The undersigned, in his capacity as duly appointed Secretary of Education Management Corporation, certifies as follows:

1. On June 4, 2018, the members of the board of directors, members of the board of managers, individual managers, sole managers, sole trustees and sole members (collectively, the "Boards"), as applicable, of Education Management Corporation and all subsidiaries of Education Management Corporation (each, a "Company" and collectively, the "Companies") held a duly noticed meeting (the "Meeting") pursuant to each of such Company's bylaws, limited liability company agreement, or other governing document, as applicable, and the applicable laws of the jurisdiction in which such Company is organized.

2. As part of that meeting, the Boards duly adopted the following resolutions by the unanimous vote of the members of the Boards at the meeting:

RESOLVED, that the previous resolutions of the Company and certain Subsidiaries authorizing the filing of Chapter 7 Cases by the Company and certain Subsidiaries are hereby re-affirmed, affirmed, re-adopted and adopted in all respects by the Company and all Subsidiaries. The Authorized Officers are authorized and empowered, with the advice of the Company's professionals and advisors, to (i) execute, verify, and file with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") at such time as they shall determine all petitions, schedules, lists, and other papers or documents, and to take any and all actions which they deem necessary or proper, to commence and prosecute the Chapter 7 Cases for the Company and such Subsidiaries as such Authorized Officer or Authorized Officers deem advisable.

FURTHER RESOLVED, that in addition to the specific authorizations conferred upon the Authorized Officers by these resolutions, each of the Authorized Officers (and their designees and delegates) be, and they are, authorized and empowered, in the name of and on behalf of the Company and Subsidiaries, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents, and pay such filing fees, as shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

FURTHER RESOLVED, that all actions taken by the officers of the Company and Subsidiaries prior to the date hereof in connection with the liquidation of the Company or any matters related thereto, or by virtue of these resolutions, are in all respects ratified, confirmed, and approved.

IN WITNESS WHEREOF, the undersigned has executed this Secretary Certificate as of the date first set forth above.

By

Name: Donn Patton Title: Secretary

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

)

In re:

EDUCATION MANAGEMENT II LLC, et al.

Debtors.

Chapter 7

Case No. 18-

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT PURSUANT TO FEDERAL RULES OF BANKRUPTCY PROCEDURE 1007 AND 7007.1

Education Management II, LLC and fifty-eight of its affiliates (collectively, "Debtors") filed petitions for relief under chapter 7 of title 11 of the United States Code. Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, Debtors attach hereto as <u>Exhibit A</u> an organizational chart reflecting all of their ownership interests, with Debtors highlighted in yellow. Debtors further respectfully represent as follows:¹

I. To the best of Debtors' knowledge and belief, no person or entity directly owns 10% or more of the equity interests of **Education Management Corporation**.²

2. Education Management Corporation owns 100% of the equity interests of Education Management Holdings LLC and Education Management Holdings II LLC.

¹ Debtors are bolded throughout.

 $^{^2}$ The most recent report available to Debtors lists CEDE & Co. as the nominal holder of 36.3% of the outstanding equity interests in Education Management Corporation. Debtors have been unable to determine the actual beneficial owners of the equity interests nominally held by CEDE & Co.

Case 18-11537-LSS Doc 1 Filed 06/29/18 Page 10 of 23

3. Education Management Holdings LLC owns 100% of the membership interests of Education Management LLC, which in turn owns 100% of the equity interests in the following entities:

- a. Education Finance II LLC;
- b. Education Management Finance Corp.;
- c. The Art Institutes International LLC;
- d. Brown Mackie Education Corporation; and
- e. Higher Education Services, Inc.

4. Education Management Holdings II LLC owns 100% of the equity interests of Education Management II LLC which in turn owns 100% of the equity interests in the following entities:

- a. Education Finance III LLC;
- b. The Art Institutes International II LLC;
- c. South University, LLC;
- d. Education Management Escrow LLC;
- e. Brown Mackie Education II LLC (which owns 100% of the equity interests of Brown Mackie College Salina LLC³);
- f. Argosy University of California LLC;
- g. Higher Education Services II LLC;
- h. South University Research II LLC; and
- i. BMC Real Property Holdings LLC.

³ Brown Mackie College – Salina LLC owns 100% of the equity interests of: (i) Brown Mackie College – Birmingham LLC: (ii) Brown Mackie College – Kansas City LLC; and (iii) Brown Mackie College – Oklahoma City LLC.

5. **South University, LLC** owns 100% of the membership interests of the following entities:

- a. South University of Alabama, Inc.;
- b. South University of Arkansas LLC;
- c. South University of Florida, Inc.;
- d. South University of Michigan, LLC;
- e. South University of North Carolina LLC;
- f. South University of Ohio LLC;
- g. South University of Carolina, Inc.;
- h. South University of Tennessee, Inc.;
- i. South Education Texas LLC; and
- j. South University of Virginia, Inc.

6. The Art Institutes International II LLC owns 100% of the equity

interests of the following entities:

- a. The Art Institute of Atlanta, LLC (which owns 100% of the equity interests of The Art Institute of Virginia Beach LLC);
- b. The Art Institute of Washington, Inc.;
- c. The Art Institute of York Pennsylvania LLC;
- d. The Art Institute of Pittsburgh LLC;
- e. The Art Institute of Philadelphia LLC;
- f. The Art Institute of Washington Dulles LLC;

- g. The Art Institute of Colorado, Inc. (which owns 100% of the equity interests of The Institute of Post-Secondary Education Inc.);
- h. The Art Institute of Austin, Inc.;
- i. The Art Institute of Fort Lauderdale, Inc.;
- j. The Art Institutes International Minnesota, Inc.;
- k. The Art Institutes of New York City, Inc.;
- 1. The Art Institute of Portland, Inc.;
- m. The Art Institute of Seattle, Inc.;
- n. The Art Institute of Jacksonville, Inc.;
- o. The Art Institute of Tampa, Inc.;
- p. Miami International University of Art & Design, Inc. (which owns 100% of the equity interests of The Art Institute of Charlotte, LLC⁴ and The Art Institute of Dallas, Inc.⁵);
- q. The Illinois Institute of Art, Inc. (which owns 100% of the equity interests of: (i) The Art Institute of Michigan, Inc.; (ii) The Art Institute of Ohio Cincinnati, Inc.; and (iii) The Illinois Institute of Art at Schaumburg, Inc.);
- r. The Illinois Institute of Art Tinley Park LLC;
- s. The New England Institute of Art, LLC;
- t. The Art Institute of San Antonio, Inc.;

⁴ The Art Institute of Charlotte, LLC owns 100% of the equity interests of **The Art Institute of Raleigh-Durham**, **Inc.**

⁵ The Art Institute of Dallas, Inc. owns 100% of the equity interests of The Art Institute of Fort Worth, Inc.

u. The Art Institute of Tennessee – Nashville, Inc.; and

v. The Art Institute of Charleston, Inc.

7. The Art Institutes International Minnesota, Inc. owns 100% of the equity interests of the following entities:

a. American Education Centers, Inc.;

- b. The Art Institute of Wisconsin, LLC;
- Michiana College Education Corporation (which owns 11% of the equity interests of Southern Ohio College LLC and 100% of the ownership interests of Brown Mackie College Tulsa, Inc. and Brown Mackie College Boise, Inc.);
- d. The Art Institute of St. Louis, Inc.;
- e. The Asher School of Business Education Corporation;
- f. The Art Institute of Salt Lake City, Inc.;
- g. The Art Institutes International Kansas City, Inc.; and
- h. The Art Institute of Tucson, Inc.

8. American Education Centers, Inc. owns 78% of the equity interests of Southern Ohio College LLC and 100% of the equity interests of the following entities:

- a. Brown Mackie College Dallas/Ft. Worth LLC;
- b. Brown Mackie College San Antonio LLC;
- c. Brown Mackie College Miami North LLC;
- d. Brown Mackie College Miami, Inc.; and
- e. Stautzenberger College Education Corporation (which owns 11% of the equity interests of Southern Ohio College LLC and

100% of the ownership interests of Brown Mackie College – Indianapolis, Inc.).

9. Southern Ohio College LLC owns 100% of the equity interests of **Brown Mackie College Tucson, Inc.**, which owns 100% of the ownership interests of the following entities:

- a. Brown Mackie College Phoenix, Inc.;
- b. Brown Mackie College Greenville, Inc.;
- c. Brown Mackie College Alburquerque LLC; and
- d. Brown Mackie College St. Louis, Inc.

10. **Argosy University of California LLC** owns 100% of the equity interests of the following entities:

- a. TAIC San Francisco, Inc. (which owns 100% of the equity interests of: (i) The Art Institute of California Sacramento, Inc.; (ii) The Art Institute of California Orange County, Inc.; and (iii) The Art Institute of California Los Angeles, Inc.);
- b. The Art Institute of California Silicon Valley, Inc.;
- c. TAIC San Diego, Inc. (which owns 100% of the equity interests of The Art Institute of California Inland Empire, Inc.);
- d. The Art Institute of California Hollywood, Inc.; and
- e. Argosy Education Group, Inc. (which owns 100% of the equity interests of Western State University of Southern California and The University of Sarasota, Inc.).

Wilmington, Delaware

/s/ Evelyn J. Meltzer **PEPPER HAMILTON LLP** David B. Stratton (DE 960) Evelyn J. Meltzer (DE 4581) Hercules Plaza, Suite 5100 1313 Market Street P.O. Box 1709 Wilmington, Delaware 19899-1709 Telephone: (302) 777-6500 Email: strattond@pepperlaw.com meltzere@pepperlaw.com

and

FAEGRE BAKER DANIELS LLP

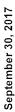
Jay Jaffe Dustin R. DeNeal Kayla D. Britton 600 E. 96th Street, Suite 600 Indianapolis, Indiana 46240 Telephone: (317) 569-9600 Email: Jay.Jaffe@FaegreBD.com Dustin.DeNeal@FaegreBD.com Kayla.Britton@FaegreBD.com

Counsel for Debtors

EXHIBIT A

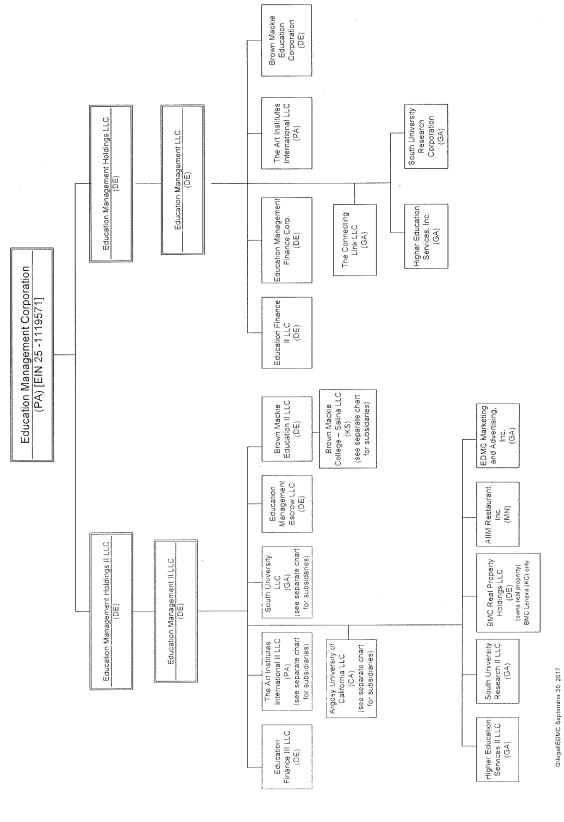
[Organizational Chart]

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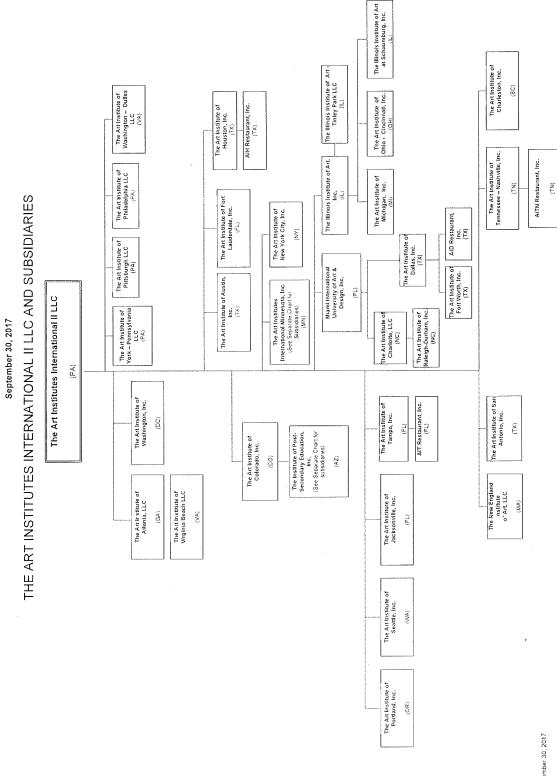


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EDUCATION MANAGEMENT CORPORATION AND SUBSIDIARIES



Case 18-11537-LSS Doc 1 Filed 06/29/18 Page 17 of 23

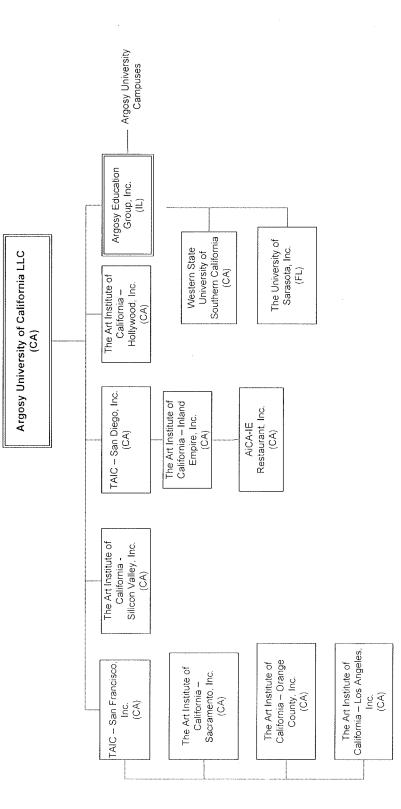


Case 18-11537-LSS Doc 1 Filed 06/29/18 Page 18 of 23

All LLC and Subs September 30, 2017

| 2017 |
|---------------|
| September 30, |

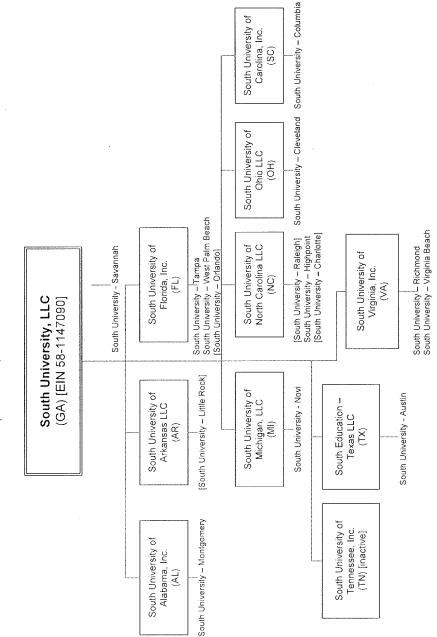




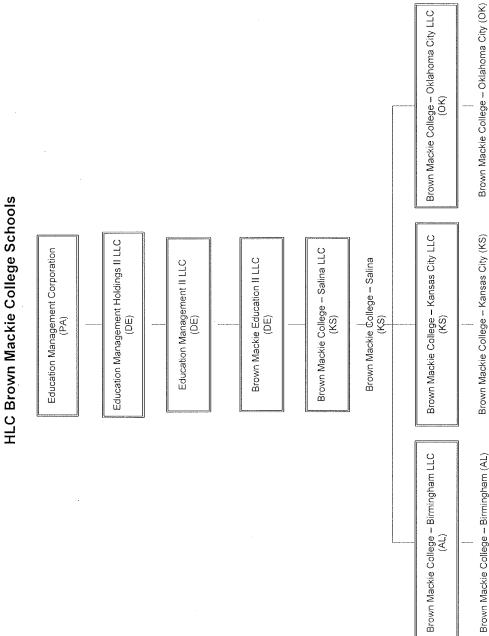
G:LegalVAU CA September 30, 2017

SOUTH UNIVERSITY, LLC AND SUBSIDIARIES September 30, 2017

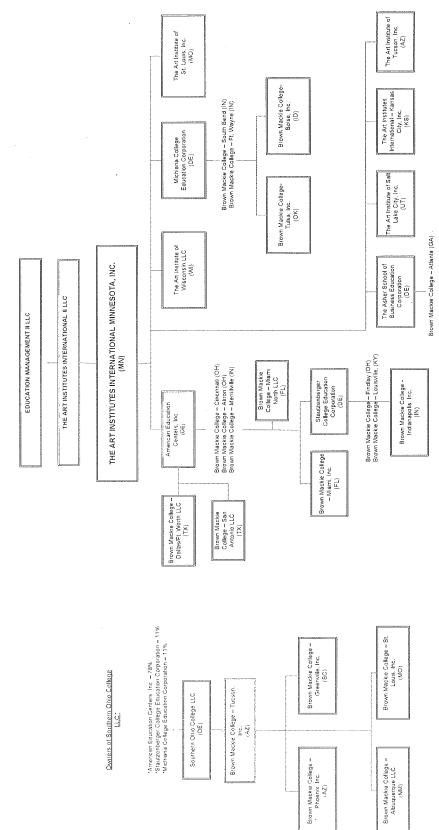
.



September 30, 2017 G\Legal\South September 30, 2017



G:Legal/BMC_HLC September 30, 2017

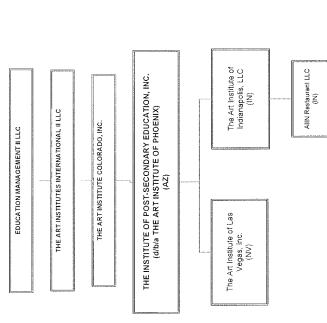


The Art Institutes International Minnesota, Inc. and Subsidiaries – September 30, 2017

K LegalAtIM and Subsidiaries September 30 2017

9.





Case 18-11537-LSS Doc 1 Filed 06/29/18 Page 23 of 23

K Legal/AIPX and Subsidiaries September 30, 2017