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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:  
  
2U, Inc., *et al.*,  
  
Debtors.<sup>1</sup>

Chapter 11  
  
No. 24-11279 (MEW)  
  
(Jointly Administered)  
  
**Related Docket Nos. 71, 90, 92, 118 &  
121**

**NOTICE OF FILING OF FOURTH AMENDED  
PLAN SUPPLEMENT FOR THE SECOND AMENDED  
JOINT PREPACKAGED PLAN OF REORGANIZATION OF 2U, INC. AND  
ITS DEBTOR AFFILIATES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**PLEASE TAKE NOTICE** that, as contemplated by the *Second Amended Joint Prepackaged Plan of Reorganization of 2U, Inc. and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 90] (as may be amended, modified, or supplemented from time to time, and including all exhibits and supplements thereto, the “*Plan*”),<sup>2</sup> the above-captioned debtors in possession (collectively, the “*Debtors*”) hereby file certain of the below listed documents comprising the plan supplement (the “*Plan Supplement*”) with the United States Bankruptcy Court for the Southern District of New York (this “*Court*”). Capitalized terms used but not defined herein have the meanings set forth in the Plan.

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: 2U, Inc. (5939); edX LLC (8554); 2U GetSmarter, LLC (9643); 2U Harkins Road LLC (N/A); 2U NYC, LLC (N/A); 2U KEIH Holdco, LLC (3837); CritiqueIt, Inc. (5532); edX Boot Camps LLC (8904); and 2U GetSmarter (US), LLC (9802). The Debtors’ mailing address is 2345 Crystal Drive, Suite 1100, Arlington, Virginia 22202.

<sup>2</sup> All capitalized terms used, but not otherwise defined, herein shall have the meanings ascribed to such terms in the Plan.

**PLEASE TAKE FURTHER NOTICE** that the Plan Supplement includes, or will include, the following exhibits (in each case, as may be amended, modified, or supplemented from time to time, the “*Plan Supplement Documents*”), which can be viewed and/or obtained when available by: (a) accessing this Court’s website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov); (b) contacting the Office of the Clerk of the Court at United States Bankruptcy Court for the Southern District of New York; (c) on the website of the Debtors’ proposed claims and noticing agent, Epiq Corporate Restructuring, LLC (“*Epiq*”), at <https://dm.epiq11.com/2U>; or (d) contacting Epiq directly at (877) 525-5725 (toll free U.S. and Canada) and (360) 803-4441 (International).

<b>EXHIBIT</b>	<b>DOCUMENT</b>
<b>A</b>	Equity Rights Offering Procedures
<b>B</b>	Schedule of Retained Causes of Action
<b>C</b>	Schedule of Rejected Executory Contracts and Unexpired Leases
<b>D</b>	Amended and Restated Credit Documents
<b>E</b>	Restructuring Transactions Memorandum
<b>F</b>	Members of the New Board
<b>G</b>	Exit Facility Documents
<b>H-1</b>	New Corporate Governance Documents (Reorganized Parent)
<b>H-2</b>	New Corporate Governance Documents (Subsidiaries)

**PLEASE TAKE FURTHER NOTICE** that on August 16, 2024, the Debtors filed the following Plan Supplement Documents in the initial Plan Supplement [Docket No. 71]: **Exhibit A** (Equity Rights Offering Procedures), **Exhibit B** (Schedule of Retained Causes of Action), **Exhibit C** (Schedule of Rejected Executory Contracts and Unexpired Leases), and **Exhibit D** (Certain of the Amended and Restated Credit Documents).

**PLEASE TAKE FURTHER NOTICE** that the on August 23, 2024, the Debtors filed the following Plan Supplement Documents: **Exhibit D** (Additional Amended and Restated Credit Documents); **Exhibit E** (Restructuring Transactions Memorandum); **Exhibit F** (Members of the New Board); **Exhibit G** (Certain Exit Facility Documents); and **Exhibit H-2** (New Corporate Governance Documents (Subsidiaries)).

**PLEASE TAKE FURTHER NOTICE** that the on September 4, 2024, the Debtors filed the following Plan Supplement Documents: **Exhibit E** (Revised Restructuring Transaction Steps Memorandum), **Exhibit G** (Additional Exit Facility Documents), **Exhibit H-1** (New Corporate Governance Documents (Reorganized Parent)), and **Exhibit H-2** (Additional New Corporate Governance Documents (Subsidiaries)).

**PLEASE TAKE FURTHER NOTICE** that the on September 4, 2024, the Debtors filed the following Plan Supplement Documents: **Exhibit C** (Schedule of Rejected Executory Contracts and Unexpired Leases).

**PLEASE TAKE FURTHER NOTICE** that the Debtors hereby file this fourth amended Plan Supplement, which includes the following Plan Supplement Documents: **Exhibit C** (Revised Schedule of Rejected Executory Contracts and Unexpired Leases) and **Exhibit F** (Members of the New Board).

**PLEASE TAKE FURTHER NOTICE** that the Plan Supplement Documents remain subject to continuing negotiations in accordance with the terms of the Plan and the Restructuring Support Agreement and the final versions may contain material differences from the versions filed herewith. For the avoidance of doubt, the parties thereto have not consented to any such Plan Supplement Document as being in final form and reserve all rights in that regard. Such parties reserve all of their respective rights with respect to such documents and to amend, modify, or supplement the Plan Supplement and any of the Plan Supplement Documents in accordance with the terms of the Plan and the Restructuring Support Agreement. To the extent material amendments or modifications are made to any of the Plan Supplement Documents, the Debtors will file a redline version with this Court prior to the Combined Hearing (as defined below).

**PLEASE TAKE FURTHER NOTICE** that the Plan Supplement is integral to, part of, and incorporated by reference into the Plan. Please note, however, the Plan Supplement Documents have not yet been approved by the Court. If the Plan is confirmed, the Plan Supplement Documents will be approved by the Court pursuant to the order confirming the Plan.

**PLEASE TAKE FURTHER NOTICE** that the hearing to consider adequacy of the Disclosure Statement and confirmation of the Plan (the “**Combined Hearing**”) is scheduled to commence at **11:00 a.m. (prevailing Eastern Time) on September 6, 2024**, which hearing shall be in person at the United States Bankruptcy Court for the Southern District of New York, before the Honorable Michael E. Wiles, United States Bankruptcy Judge, Courtroom 617, One Bowling Green, New York, NY 10004. If you wish to appear virtually at the hearing via Court Solutions, please email [wiles.chambers@nysb.uscourts.gov](mailto:wiles.chambers@nysb.uscourts.gov) to request approval prior to the hearing. Parties and members of the public who wish to listen to the hearing by audio feed do not need approval and may do so by registering with Court Solutions. Parties may register with Court Solutions at [www.Court-Solutions.com](http://www.Court-Solutions.com). Information on how to register for, and use, the Court Solutions platform is available at <https://help.court-solutions.com/hc/en-us>. **The Combined Hearing may be continued by the Court or by the Debtors without further notice other than by announcement of same in open court and/or by filing and serving a notice of adjournment.**

**PLEASE TAKE FURTHER NOTICE** that, in the event of a timely filed objection, the Court shall hear such objection not settled by the parties at the Combined Hearing or a later date as may be fixed by the Court.

**PLEASE TAKE FURTHER NOTICE** that the copies of the documents included in the Plan Supplement or the Plan, or any other document filed in these Chapter 11 Cases, may be obtained free of charge by: (a) accessing the Court’s website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov); (b) contacting the Office of the Clerk of the Court at United States Bankruptcy Court for the Southern District of New York; (c) on the website of the Debtors’ proposed claims and noticing agent, Epiq Corporate Restructuring, LLC (“**Epiq**”), at <https://dm.epiq11.com/2U>; or (d) contacting Epiq directly at (877) 525-5725 (toll free U.S. and Canada) and (360) 803-4441 (International).

**THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, PLEASE CONTACT THE VOTING AND CLAIMS AGENT AT THE NUMBER OR ADDRESS SPECIFIED ABOVE. PLEASE NOTE THAT THE VOTING AND CLAIMS AGENT CANNOT PROVIDE LEGAL ADVICE.**

**LATHAM & WATKINS LLP**

Dated: September 4, 2024  
New York, New York

By: /s/ George A. Davis  
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*Proposed Counsel to the Debtors and Debtors in  
Possession*

### Exhibit C

#### **Schedule of Rejected Executory Contracts and Unexpired Leases<sup>3</sup>**

The Debtors hereby provide notice that, pursuant to section 365 of the Bankruptcy Code, the Debtors propose to reject the Unexpired Lease listed on the rejection schedule below (the “*Rejection Schedule*”) as of the Effective Date of the Plan.<sup>4</sup>

Certain documents, or portions thereof, contained in this Exhibit C and the Plan Supplement remain subject to continuing negotiations among the Debtors and interested parties with respect thereto. Subject to the terms and conditions set forth in the *Second Amended Joint Prepacked Plan of Reorganization of 2U, Inc. and Its Debtors Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 90] (including any exhibits and schedules thereto and as may be modified, amended, or supplemented, the “*Plan*”),<sup>5</sup> and the Restructuring Support Agreement, the Debtors reserve all rights to amend, revise, or supplement this Exhibit C, and any of the documents and designations contained herein, at any time before the Effective Date of the Plan, or any such other date as may be provided for by the Plan or by order of the Bankruptcy Court.

The Debtors’ listing of an Unexpired Lease on the schedule below shall not be deemed or construed as (a) a promise by the Debtors to seek the rejection of such contract or lease, (b) a limitation or waiver on the Debtors’ ability to amend, modify or supplement the Rejection Schedule, (c) a limitation or waiver on the Debtors’ ability to seek to assume or reject any Executory Contract or Unexpired Lease, or (d) an admission that any potential Executory Contract or Unexpired Lease is, in fact, an Executory Contract or Unexpired Lease under section 365 of the Bankruptcy Code. Moreover, the Debtors explicitly reserve their rights, in their sole discretion, to reject or assume each Executory Contract or Unexpired Lease pursuant to section 365(a) of the Bankruptcy Code and nothing herein (a) alters in any way the prepetition nature of such agreements or the validity, priority, or amount of any claims of a counterparty such agreements against the Debtors that may arise under such agreements, (b) creates a postpetition contract or agreement, or (c) elevates to administrative expense priority any claims of a counterparty to an Executory Contract or Unexpired Lease against the Debtors that may arise under such agreements. The Debtors reserve all their rights, claims and causes of action with respect to the Unexpired Lease listed on the Rejection Schedule, including the right to amend, revise, or supplement the Rejection Schedule for any reason whatsoever, including based on objections received to Article V.A of the Plan

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<sup>3</sup> A prior version of this Exhibit C was filed with the Third Amended Plan Supplement on September 4, 2024 [Docket No. 121]. This Exhibit C includes a redline marked against the previously filed version.

<sup>4</sup> The Unexpired Lease identified herein will be rejected in addition to those listed on Schedule 1 of the proposed order filed with the *Motion of Debtors for an Order (A) Authorizing the Debtors to (I) Reject Certain Unexpired Leases and Sublease of Nonresidential Real Property and (II) Abandon Any Remaining Personal Property Located at the Leased Premises; and (B) Granting Related Relief* [Docket No. 28].

<sup>5</sup> Unless otherwise defined, capitalized terms used herein have the meanings ascribed to them in the Plan.

Landlord Counterparty and Address	Location of Leased Property			Debtor Counterparty	Rejection Date
	Street Address	City	State		
BPREP 707 17 <sup>th</sup> Street LLC c/o Brookfield Properties (USA II) LLC 707 17 <sup>th</sup> Street, Suite 2150 Denver, CO 80202	707 Seventeenth St. <sup>6</sup>	Denver	CO	2U, Inc.	Effective Date

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<sup>6</sup> iCIMS Inc., is currently subleasing a portion of this property from the Debtor 2U, Inc. pursuant to that certain Sublease Agreement, dated as of July 1, 2021.

### Schedule of Rejected Executory Contracts and Unexpired Leases<sup>1</sup>

The Debtors hereby provide notice that, pursuant to section 365 of the Bankruptcy Code, the Debtors propose to reject the Unexpired Lease listed on the rejection schedule below (the “*Rejection Schedule*”) as of the ~~Petition~~Effective Date:<sup>4</sup> of the Plan.<sup>2</sup>

Certain documents, or portions thereof, contained in this Exhibit C and the Plan Supplement remain subject to continuing negotiations among the Debtors and interested parties with respect thereto. Subject to the terms and conditions set forth in the *Second Amended Joint Prepacked Plan of Reorganization of 2U, Inc. and Its Debtors Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 90] (including any exhibits and schedules thereto and as may be modified, amended, or supplemented, the “*Plan*”),<sup>2,3</sup> and the Restructuring Support Agreement, the Debtors reserve all rights to amend, revise, or supplement this Exhibit C, and any of the documents and designations contained herein, at any time before the Effective Date of the Plan, or any such other date as may be provided for by the Plan or by order of the Bankruptcy Court.

The Debtors’ listing of an Unexpired Lease on the schedule below shall not be deemed or construed as (a) a promise by the Debtors to seek the rejection of such contract or lease, (b) a limitation or waiver on the Debtors’ ability to amend, modify or supplement the Rejection Schedule, (c) a limitation or waiver on the Debtors’ ability to seek to assume or reject any Executory Contract or Unexpired Lease, or (d) an admission that any potential Executory Contract or Unexpired Lease is, in fact, an Executory Contract or Unexpired Lease under section 365 of the Bankruptcy Code. Moreover, the Debtors explicitly reserve their rights, in their sole discretion, to reject or assume each Executory Contract or Unexpired Lease pursuant to section 365(a) of the Bankruptcy Code and nothing herein (a) alters in any way the prepetition nature of such agreements or the validity, priority, or amount of any claims of a counterparty such agreements against the Debtors that may arise under such agreements, (b) creates a postpetition contract or agreement, or (c) elevates to administrative expense priority any claims of a counterparty to an Executory Contract or Unexpired Lease against the Debtors that may arise under such agreements. The Debtors reserve all their rights, claims and causes of action with respect to the Unexpired Lease listed on the Rejection Schedule, including the right to amend, revise, or supplement the

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<sup>1</sup> [A prior version of this Exhibit C was filed with the Third Amended Plan Supplement on September 4, 2024 \[Docket No. 121\]. This Exhibit C includes a redline marked against the previously filed version.](#)

<sup>4</sup> ~~*The Unexpired Lease identified herein will be rejected in addition to those listed on Schedule I of the proposed order filed with the Motion of Debtors for an Order (A) Authorizing the Debtors to (I) Reject Certain Unexpired Leases and Sublease of Nonresidential Real Property and (II) Abandon Any Remaining Personal Property Located at the Leased Premises; and (B) Granting Related Relief [Docket No. 28].*~~

<sup>2</sup> ~~*The Unexpired Lease identified herein will be rejected in addition to those listed on Schedule I of the proposed order filed with the Motion of Debtors for an Order (A) Authorizing the Debtors to (I) Reject Certain Unexpired Leases and Sublease of Nonresidential Real Property and (II) Abandon Any Remaining Personal Property Located at the Leased Premises; and (B) Granting Related Relief [Docket No. 28].*~~

<sup>2,3</sup> Unless otherwise defined, capitalized terms used herein have the meanings ascribed to them in the Plan.

Rejection Schedule for any reason whatsoever, including based on objections received to Article V.A of the Plan

Landlord Counterparty and Address	Location of Leased Property			Debtor Counterparty	Rejection Date
	Street Address	City	State		
BPREP 707 17 <sup>th</sup> Street LLC c/o Brookfield Properties (USA II) LLC 707 17 <sup>th</sup> Street, Suite 2150 Denver, CO 80202	707 Seventeenth St. <sup>34</sup>	Denver	CO	2U, Inc.	<del>Petition</del> <u>Effective</u> Date

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<sup>34</sup> iCIMS Inc., is currently subleasing a portion of this property from the Debtor 2U, Inc. pursuant to that certain Sublease Agreement, dated as of July 1, 2021.

## **Exhibit F**

### **Members of the New Board**

**PLEASE TAKE NOTICE** that certain documents, or portions thereof, contained or referenced in this **Exhibit F** and the Plan Supplement remain subject to continuing negotiations among the Debtors and interested parties with respect thereto. The Debtors and such applicable interested parties reserve all of their respective rights, subject to the terms and conditions set forth in the Plan and the Restructuring Support Agreement, with respect to the final form of the Plan Supplement Documents and to amend, revise, or supplement the Plan Supplement, the Plan Supplement Documents, and any of the documents or designations contained herein, at any time before the Effective Date of the Plan, or any such other date as may be provided for by the Plan or by order of the Bankruptcy Court.

As set forth in Article IV.O of the Plan, the New Board will initially include the Debtors' current Chief Executive Officer and other members who will be designated in accordance with the terms of the Restructuring Support Agreement and the New Corporate Governance Documents. On the Effective Date, the Board shall consist of seven (7) directors, six (6) of which are known at this time and disclosed below and one (1) independent director that has not yet been identified.

The existing directors of each of the Debtors' subsidiaries shall remain in their current capacities as directors of the applicable Reorganized Debtor until replaced or removed in accordance with the organizational documents of the applicable Reorganized Debtors. The existing officers of the Debtors as of the Effective Date shall remain in their current capacities as officers of the Reorganized Debtors, subject to their right to resign and the ordinary rights and powers of the New Board to remove or replace them in accordance with the New Corporate Governance Documents and any applicable employment agreements that are assumed pursuant to this Plan.

On the Effective Date, the Board shall include the following directors:

- **Paul Lalljie - Current Chief Executive Officer.** Mr. Lalljie has over twenty (20) years of finance management in the high-growth technology sector and has served as 2U's Chief Executive Officer since November 2023. Mr. Lalljie previously served as 2U's Chief Financial Officer from October 2019 to November 2023. Prior to joining 2U, Mr. Lalljie served as Chief Financial Officer for Neustar, Inc and also held various leadership positions at Neustar, including Senior Vice President, Interim Chief Financial Officer and Treasurer, Vice President, Financial Planning & Analysis, and Vice President, Finance and Investor Relations. Mr. Lalljie currently serves on the board of 2U, Inc. Mr. Lalljie has extensive experience in both finance and management, including treasury, accounting, financial planning and analysis, real estate management, investor relations, and capital markets transactions.
- **Brian Napack – Executive Chairman.** Brian Napack is a recognized leader in education, research, publishing and media, having served as CEO, chairman, director, investor, entrepreneur and advisor for a wide range of organizations in these important spaces. From 2017 through 2023, Brian was the President and CEO of John Wiley (WLY), one of the world's leading publishers and providers of tech-enabled services that enable the education and research ecosystems. During this period, he served as the Chairman of the Association

of American Publishers (AAP), one of the world's leading advocates for the content industries. Brian was Senior Advisor at Providence Equity, a leading investor in media, education and information, from 2012 to 2017. During this period, he invested in and was an active director of numerous companies including Blackboard, Houghton Mifflin Harcourt, Burning Glass, Ascend Learning, Recorded Books, Ingram Industries, myON (Renaissance Learning), EDMC, and Synergis (Risepoint). Brian served as President of Macmillan, the global publisher, from 2006 to 2012. During his tenure, he oversaw businesses in education, book publishing, magazines, and digital media. Prior to Macmillan, Brian was a partner at L.E.K. Consulting, a global consulting firm, serving as co-head of its Media and Entertainment practices. He founded and served as CEO of ThinkBox, a digital education company focused on both school and consumer markets. Brian founded Disney Educational Publishing and was a co-founder of Disney Interactive at The Walt Disney Company. Earlier in his career, he held senior roles at Simon & Schuster, one of the world's largest publishers and at A.T. Kearney, a leading management consulting company. Brian has been a long-standing, passionate director and supporter of Zero-To-Three, a science-based advocacy organization dedicated to ensuring that all babies and toddlers have a strong start in life. Brian received an MBA from Columbia University and a Bachelor of Arts from Middlebury College in Vermont.

- **Jason Mudrick**. Jason is the founder and Chief Investment Officer of Mudrick Capital Management, L.P., an investment firm that specializes in stressed and distressed credit. Mudrick Capital was founded in 2009 with \$5 million under management. As of August 2024, the firm has grown to manage approximately \$3.3 billion, primarily for institutional clients. Jason began his Wall Street career in 2000 advising on mergers and acquisition transactions as an Associate in Merrill Lynch's Mergers & Acquisitions Investment Banking Group. In 2001 he joined Contrarian Capital Management, where he began his focus on distressed credit investing. In October 2002 Jason launched the Contrarian Equity Fund, an investment vehicle focused on purchasing debt that would be restructured into equity, post-bankruptcy equities and other event driven deep value special situations. As Managing Director and Portfolio Manager at Contrarian, Jason grew that business to peak assets of approximately \$400 million in the Contrarian Equity Fund and close to \$1 billion in total assets including the positions Contrarian's other funds co-invested along-side Jason's fund. Jason left Contrarian in October 2008 to launch Mudrick Capital. Jason has served on dozens of creditors' committees and served on the Board of Directors of numerous public and private companies, including Safety-Kleen Holdings, Integrated Alarm Services Group, Salton, Rotech Healthcare, NJOY Holdings, Corporate Risk Holdings, Mudrick Capital Acquisition Corporation, Mudrick Capital Acquisition Corporation II, Fieldwood Energy, Proenza Schouler, Affinion, cxLoyalty, Tenerity, AURA Network Systems, Thryv, Nelson Education, and GetAround Inc. Jason also spent two years in graduate school teaching economics classes to Harvard University undergraduates. Jason has a B.A. in Political Science from the College of the University of Chicago and a J.D. from Harvard Law School. Jason was admitted to the New York State Bar.
- **Sean Britain**. Sean is a Managing Director of Bayside Capital's credit and special situations strategy in the U.S. He is responsible for all aspects of the investment process, including sourcing, transaction structuring, and portfolio company oversight. Sean has

extensive Bayside portfolio company board experience and sits on the Investment Committee for the Bayside U.S. funds. Sean has over 20 years of credit, special situations, and private equity investing experience. Before joining Bayside, Sean was a Principal at Apax Partners, a global private equity firm. He began his investment career at Saunders Karp & Megrue, a middle market U.S. private equity firm. Sean received a Bachelor of Science in Business Administration from Wake Forest University.

- **Bruce Emery – Founder & CIO, Greenvale Capital.** Mr. Emery Founded Greenvale Capital in 2015 and serves as the Chief Investment Officer. During his almost 25 year investment career, Bruce spent over nine years with Citadel, primarily as a Sector Head building various investment teams within Citadel Global Equities. He was responsible for portfolio management, hiring and developing investment teams, and managing portfolio risks in various risk frameworks. He was a co-founder at London-based global equity fund Naya Capital. Prior to Citadel, Mr. Emery worked at T. Rowe Price from 2000 to 2002 as an Equity Analyst covering Telecoms. Mr. Emery graduated from the University of Notre Dame in 1994 with a BA in Economics and from the Wharton School of the University of Pennsylvania in 2000 with an MBA. Mr. Emery is a CFA charter holder.
- **Thomas C. Fleming.** TC Fleming is a recognized finance and accounting leader with more than 30 years of industry experience having served as chief financial officer of numerous growth equity companies including Kontakt.io, Inc., Apprentice FS, Inc., Aetion, Inc., and 1010data, Inc. Prior to his roles as CFO, Mr. Fleming served as a senior advisor to the U.S. Bankruptcy Court appointed Examiner on certain financial issues arising from the Lehman Brothers bankruptcy, where Mr. Fleming managed multiple teams of forensic accountants, systems analysts and financial analysts. Previously, TC was CFO and Senior Equity Analyst with an alternative investment fund focused on small-to mid-cap investments. Prior to that, Fleming spent 9 years working at Deloitte in the Special Transaction Services group serving the Texas Pacific Group. He was also a member of the firm's audit practices in Chicago, San Francisco, and London, where his clients included SEC registrants as well as privately held corporations. Prior to relocating from New York City, Mr. Fleming served as a board member for United Neighborhood Houses. Fleming received his MBA in finance from New York University's Stern School of Business and his BBA in accounting and computer applications (double major) from the University of Notre Dame. TC is also a graduate of the Stanford Graduate School of Business Strategic Financial Leadership Program. He received his certified public accountant license from the state of Illinois.

For the avoidance of doubt, the current directors serving on the Board of Directors of the Debtor subsidiaries will remain in place as of the Effective Date.