

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

In re:

2U, Inc., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11279 (MEW)

(Jointly Administered)

Related Docket Nos. 67 & 167

**FIRST SUPPLEMENTAL DECLARATION OF GLENN TALLON IN
SUPPORT OF THE APPLICATION OF DEBTORS FOR ENTRY OF AN ORDER
AUTHORIZING THE EMPLOYMENT AND RETENTION OF PWC US TAX LLP
AS TAX RESTRUCTURING AND TAX CONSULTING SERVICES
PROVIDER TO THE DEBTORS, EFFECTIVE AS OF THE PETITION DATE**

Pursuant to Bankruptcy Rule 2014(a), I, Glenn Tallon, under penalty of perjury, declare as follows, to the best of my knowledge, information, and belief:

1. I am a partner of PwC US Tax LLP ("PwC US Tax"). I am authorized to make this first supplemental declaration (this "First Supplemental Declaration") on behalf of PwC US Tax in further support of the application of the above-captioned debtors and debtors in possession (the "Debtors") to retain PwC US Tax as their tax restructuring and tax consulting services provider, filed with the Court on August 16, 2024 [Docket No. 67] (the "Application").²

2. Unless otherwise stated, all facts set forth in this First Supplemental Declaration are based upon my personal knowledge, upon documents or information maintained by PwC US Tax in the ordinary course of its business that have been reviewed by me and/or by other employees of PwC US Tax under my supervision and direction. To the extent any information disclosed herein

¹ 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.

² Capitalized terms used in this First Supplemental Declaration but not otherwise defined herein shall have the meanings ascribed to such terms in the Application or my Initial Declaration (submitted with the Application).

requires amendment, modification or supplementation as additional information becomes available, a supplemental declaration will be submitted to this Court.

3. My Initial Declaration, submitted as Exhibit B in support of the Application, is incorporated herein by reference.

4. Since the filing of the Application and the Initial Declaration, the Debtors provided PwC US Tax with an updated “Parties in Interest” list and the most recent cumulative version is attached hereto as **Schedule 1**.

5. Schedule 1 and Schedule 2 that were previously attached to my Initial Declaration are amended and replaced by **Schedule 1** and **Schedule 2**, respectively, attached hereto.³

6. To the best of my knowledge and information, all such relationships identified on **Schedule 2**, including those previously disclosed and newly disclosed, are all in matters unrelated to the Debtors and these chapter 11 cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that, after reasonable inquiry, the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: October 2, 2024

/s/ Glenn Tallon
Glenn Tallon, Partner
PwC US Tax LLP

³ Newly added names since the filing of my Initial Declaration are noted in bold.

Debtors and Non-Debtor Affiliates
2U GETSMARTER (UK) LIMITED
2U GETSMARTER (US), LLC
2U GETSMARTER, LLC
2U GROUP (UK) LIMITED
2U HARKINS ROAD LLC
2U HK LLC
2U KEIH HOLDCO, LLC
2U NYC, LLC
2U, INC.
CRITIQUEIT, INC.
EDX BOOT CAMPS (AUSTRALIA) PTY LIMITED
EDX BOOT CAMPS (CANADA) ULC
EDX BOOT CAMPS (GERMANY) GMBH
EDX BOOT CAMPS (UK) LIMITED
EDX BOOT CAMPS LLC
EDX BOOT CAMPS MEXICO S. DE R.L. DE C.V.
EDX INC.
EDX LLC
GET EDUCATED INTERNATIONAL PROPRIETARY LIMITED
GET EDUCATED PROPRIETARY LIMITED
GETSMARTER ONLINE LTD
K2017143886 PROPRIETARY LIMITED
TES, INC.
TES, LLC
TESI MERGER SUB, INC.
TRILOGY EDUCATION SERVICES INTERNATIONAL LIMITED
TRILOGY EDUCATION SERVICES, INC.
Debtors' Previous Names (including previous DBA and Trade Names)
CIRCUIT SUB LLC
CIRCUIT SUB PBLLC
JOBTRACK, INC.
THE FIREHOSE PROJECT
TRILOGY EDUCATION SERVICES (AUSTRALIA) PROPRIETARY LIMITED
TRILOGY EDUCATION SERVICES (CANADA) ULC
TRILOGY EDUCATION SERVICES (GERMANY) GMBH
TRILOGY EDUCATION SERVICES MEXICO, S. DE R.L. DE C.V.
TRILOGY EDUCATION SERVICES UK LTD.
TRILOGY EDUCATION SERVICES, LLC
Debtors' Restructuring Professionals
ALIXPARTNERS LLP
KATTEN MUCHIN ROSENMAN LLP

LATHAM & WATKINS LLP
MOELIS & COMPANY LLC
PwC US Tax LLP
EPIQ CORPORATE RESTRUCTURING, LLC
Restructuring Professionals for Lenders, Trustees, Agents, Other Secured Parties, and Noteholders
BRIAN NAPACK
FTI CONSULTING, INC.
GREG O'BRIEN
HEIDRICK & STRUGGLES, INC.
HOLLAND & KNIGHT LLP
HOULIHAN LOKEY, INC.
MILBANK LLP
ROCKPORT ADVISORS
SCHULTE ROTH & ZABEL LLP
WEIL, GOTSHAL & MANGES LLP
ALLEN OVERY SHERMAN STERLING (US) LLP
Debtors' Other Professionals
ADAIR GOLDBLATT BIEBER
BAKER & HOSTETLER LLP
BLANK ROME, LLP
BOTKIN CHIARELLO CALAF
BOWMAN GILFILLAN INCORPORATED
CADWALADER, WICKERSHAM & TAFT LLP
CASSELLS LLP
COOLEY LLP
COVINGTON & BURLING LLP
DUANE MORRIS
GIBBONS P.C.
GOMEZ-ACEBO & POMBO ABOGADOS, S. L. P.
GREENBERG TRAUIG, LLP
HOGAN LOVELLS US LLP
KELLEY DRYE & WARREN LLP
LAVERY DE BILLY, L.L.P.
LITTLER MENDELSON P.C.
MCINNES COOPER
MINTERELLISON
MORGAN, LEWIS & BOCKIUS LLP
OFFIT KURMAN
PAUL HASTINGS
POTOMAC LAW GROUP
RICHARDS LAYTON & FINGER
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
SKW SCHWARZ
TRANSASIA LAWYERS

TYDINGS & ROSENBERG LLP
WILSON ELSEER MOSKOWITZ EDELMAN & DICKER LLP
WILSON SONSINI GOODRICH & ROSATI
WYRICK ROBBINS YATES & PONTON LLP
AZETS
BDO MEXICO
BDO USA LLP
C STREET ADVISORY GROUP
COLAS & ASSOCIATES
COMPENSIA
CRAFT MEDIA
DCI GROUP AZ, LLC
EMMAUS ACCOUNTANTS LTD
EQUITY METHODS
FORVIS LLP
GONRING & SPAHN (ANDY SPAHN & ASSOC.)
GRAY GLOBAL ADVISORS
ISS CORPORATE
KPMG LLP
LAURA BROWN & ASSOC CROSSROADS STRATEGIES
STOUT
VINCE SAMPSON (COOLEY LLP)
WILLIS TOWERS WATSON
Lenders, Trustees, Agents, and Other Secured Parties
ALTER DOMUS (US) LLC
APOLLO CAPITAL MANAGEMENT, L.P.
BLACKWELL PARTNERS LLC
BLANTYRE CAPITAL LLC
CHUBB
CONTRARIAN CAPITAL MANAGEMENT,LLC
DEPARTMENT OF COMMERCE OF THE STATE OF MARYLAND
HG VORA CAPITAL MANAGEMENT, LLC
HIG BAYSIDE
HPS INVESTMENT PARTNERS, LLC
MARATHON ASSET MANAGEMENT L.P.
MERCER LLC
MORGAN STANLEY & CO LLC
MUDRICK CAPITAL MANAGEMENT L.P.
PRINCE GEORGE'S COUNTY MARYLAND
ACE LIMITED
BAYSIDE CAPITAL LLC
THE GOLDMAN SACHS GROUP, INC.
WILMINGTON SAVINGS FUND SOCIETY, FSB

Significant Noteholders and Indenture Trustees
AMERIPRISE FINANCIAL INC
BAYSIDE CAPITAL LLC
BLANTYRE CAPITAL LTD
CAPSTONE INVESTMENT ADVISORS LLC
CONTEXT CAPITAL MANAGEMENT LLC
CURATED WEALTH PARTNERS LLC
DEEPCURRENTS INVESTMENT GROUP LLC
GREENVALE CAPITAL LLP
HUDSON BAY CAPITAL MANAGEMENT
MUDRICK CAPITAL MANAGEMENT L.P.
SIG HOLDING LLC
WALLEYE CAPITAL LLC
WILMINGTON TRUST, NATIONAL ASSOCIATION
Bank Account and Cash Management Institutions
AMERICAN EXPRESS NATIONAL BANK
BANK OF AMERICA, N.A.
COMERICA BANK
JPMORGAN CHASE BANK, NATIONAL ASSOCIATION
STRIPE CAPITAL
CITIZENS BANK, N.A.
FLAGSTAR BANK, N.A.
Current and Former Officers and Directors
AARON M. MCCULLOUGH
ADAM DRUDGE
ALEXIS MAYBANK
ANANT AGARWAL
ANDREW J. HERMALYN
ANDY MORGAN
BRAD ADAMS
CATHERINE A. GRAHAM
CHRISTOPHER "CHIP" PAUCEK
CORETHA M. RUSHING
EARL LEWIS
EDWARD S. MACIAS
GREGORY K. PETERS
HARSHA MOKKARALA
IVONA SMITH
JAMES H. SHELTON
JAMES KENIGSBURG
JEFF C. RINEHART
JOHN B. ELLIS
JOHN M. LARSON
LILLIAN BROWNSTEIN
MARK J. CHERNIS

MARK MIDGLEY
MATTHEW J. NORDEN
MICHAEL KURBJEWIT
MICHAEL T. MOE
PAUL A. MAEDER
PAUL S. LALLJIE
ROBERT L COHEN
ROBERT M. STAVIS
SALLIE L. KRAWCHECK
SUSAN E. CATES
TIMOTHY M. HALEY
TODD GLASSMAN
VALERIE B. JARRETT
VIRGINIA FLETCHER
Known Holders of 1% or More of Outstanding Common Equity Securities of 2U, Inc.
AQR CAPITAL MANAGEMENT, LLC
ARK INVESTMENT MANAGEMENT LLC
BLACKROCK, INC.
BLANTYRE CAPITAL LIMITED
BNP PARIBAS ARBITRAGE SA, ASSET MANAGEMENT ARM
CREDIT SUISSE ASSET MANAGEMENT (SWITZERLAND) LTD.
DE SHAW
GEODE CAPITAL MANAGEMENT, LLC
GREENVALE CAPITAL LP
JACOBS LEVY EQUITY MANAGEMENT INC
LOYS AG
MILLENNIUM MANAGEMENT LLC
MIRAE ASSET GLOBAL INVESTMENTS CO., LTD.
MORGAN STANLEY
NIKKO ASSET MANAGEMENT AMERICAS, INC.
PAUCEK, CHRISTOPHER J.
RENAISSANCE TECHNOLOGIES LLC
STATE STREET GLOBAL ADVISORS, INC.
THE VANGUARD GROUP, INC.
Parties to Pending Litigation
CHAD FRANCIS
DAVID BERNARD
FEDERAL TRADE COMMISSION
HENRY DE LA PAZ
IOLA FAVELL
LOS ANGELES COUNTY CONSUMER PROTECTION TASK FORCE
MARIAH CUMMINGS
MICHAEL BEAUMONT

MIGUEL CARDONA
OFFICE OF THE ATTORNEY GENERAL OF CALIFORNIA
OFFICE OF THE LOS ANGELES COUNTY COUNSEL
OFFICE OF THE LOS ANGELES COUNTY DISTRICT ATTORNEY
SUE ZARNOWSKI
U.S. DEPARTMENT OF EDUCATION
DEONTE SIMPKINS
SANDRA CAMPOS
STEPHANIE LUNA
Landlords
125 HIGH STREET, L.P.
55 PROSPECT OWNER LLC
BPREP 707 17TH STREET LLC
CAROLINA SQUARE PROJECT LP
FOURTH CRYSTAL PARK ASSOCIATES LIMITED PARTNERSHIP
JACOBS ENGINEERING GROUP, INC.
K 2018512905 PROPRIETARY LIMITED
KCP HARKINS FEE OWNER LLC
LANHAM OFFICE 2015 LLC
LBA REALTY FUND II – HOLDING CO. I-A, LLC
LBA REALTY FUND II – HOLDING CO. VI-A, LLC
NORTHWOOD OFFICE
OLIVE/HILL STREET PARTNERS, LLC
PG MAINSTREET NORTH FORTY, LLC
RFR/K 55 PROSPECT OWNER LLC
SARGAS (PTY) LTD
SEARDEL GROUP TRADING (PTY) LTD.
SRI TEN DCC LLC
WEWORK 8 DEVONSHIRE SQUARE
Material Contract Counterparties
6SENSE
ALGOLIA
AMAZON WEB SERVICES, INC.
AUTH0
BETTERCLOUD, INC.
BRIGHT HORIZONS FAMILY SOLUTIONS LLC
BRIGHTEDGE TECHNOLOGIES, INC.
COGNIZANT WORLDWIDE LIMITED
COMMERCETOOLS
CONFLUENT CLOUD KAFKA (RESELLER - AMAZON WEB SERVICES)
COUPA
DATAIKU SAS
DENODO

EPLUS
EPWERY S.A.
FIVE9 INC
FORTUNE EDUCATION (USA) CORPORATION
GITHUB
GREENHOUSE SOFTWARE, INC.
G-SUITE (RESELLER - DITO)
GUIDEPOINT SECURITY
HE HOLDINGS LLC
JUMIO
LEARNINGMATE SOLUTIONS PROPRIETARY SOLUTIONS
LIGHTCAST
LINKEDIN
LUCID SOFTWARE INC.
MICROSOFT CORPORATION (MICROSOFT AZURE)
MULESOFT, LLC (RESELLER - SALESFORCE.COM, INC)
OBSERVE.AI
ONE IDENTITY LLC
ORACLE NETSUITE
OUTREACH CORPORATION
PALO ALTO XSOAR (RESELLER - GUIDEPOINT SECURITY)
QUALTRICS, LLC
RELIAQUEST (RESELLER - GUIDEPOINT SECURITY)
SALESFORCE, INC (TABLEAU)
SALESFORCE, INC.
SALESFORCE.COM, INC
SKEDULO INC.
SLACK TECHNOLOGIES, LLC
SNOWFLAKE
SPLUNK (RESELLER - GUIDEPOINT SECURITY)
SQUARED PRODUCTS LTD
STRIPE, INC.
TALKDESK
VALIDITY, INC.
WORKIVA, INC.
WW DEVONSHIRE LIMITED
ZOOM
ZOOMINFO
GOOGLE
Taxing and Governmental Authorities
ARIZONA DEPARTMENT OF REVENUE
AUSTRALIAN TAX OFFICE
CALIFORNIA FRANCHISE TAX BOARD

CANADA REVENUE AGENCY
CITY AND COUNTY OF DENVER
CITY OF PHILADELPHIA DEPARTMENT OF REVENUE
COMPTRROLLER OF MARYLAND
CONNECTICUT DEPARTMENT OF REVENUE SERVICES
DELAWARE DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE WASHINGTON STATE
DISTRICT OF COLUMBIA OFFICE OF TAX AND REVENUE
FEDERAL INLAND REVENUE SERVICES
FLORIDA DEPARTMENT OF REVENUE
GEORGIA DEPARTMENT OF REVENUE
INDIA INCOME TAX DEPARTMENT
INLAND REVENUE AUTHORITY OF SINGAPORE
IOWA DEPARTMENT OF REVENUE
KENTUCKY DEPARTMENT OF REVENUE
KENYA REVENUE ADMINISTRATION
LOS ANGELES COUNTY TAX COLLECTOR
LOS ANGELES OFFICE OF FINANCE
MASSACHUSETTS DEPARTMENT OF REVENUE
MINNESOTA DEPARTMENT OF REVENUE
MONTANA DEPARTMENT OF REVENUE
MYORANGECOUNTRYNC
NATIONAL TAX AUTHORITY JAPAN
NATIONAL TAX SERVICE (SOUTH KOREA)
NEW HAMPSHIRE DEPARTMENT OF REVENUE ADMINSTRATION
NEW JERSEY DIVISION OF TAXATION
NEW MEXICO TAXATION AND REVENUE
NEW YORK CITY DEPARTMENT OF FINANCE
NEW YORK DEPARTMENT OF TAXATION AND FINANCE
NORTH CAROLINA DEPARTMENT OF REVENUE OFFICE OF THE REVENUE COMMISSIONERS
OHIO DEPARTMENT OF TAXATION
OKLAHOMA TAX COMMISSION
OREGON DEPARTMENT OF REVENUE
PALM BEACH COUNTY PROP. APPRAISER
PENNSYLVANIA FEPARTMENT OF REVENUE
PRINCE GEORGE'S COUNTY, MD
REVENU QUEBEC
RHODE ISLAND DIVISION OF TAXATION
SAN FRANCISCO TREASURER AND TAX COLLECTOR
SOUTH AFRICAN REVENUE SERVICES
SOUTH CAROLINA DEPARTMENT OF REVENUE

STATE OF ALABAMA, DEPARTMENT OF REVENUE
STATE OF HAWAII DEPARTMENT OF TAXATION
STATE OF TENNESSEE DEPARTMENT OF REVENUE
TEXAS COMPTROLLER OF PUBLIC ACCOUNTS
TURKEY REVENUE ADMINISTRATION
UTAH STATE TAX COMMISSION
VERMONT DEPARTMENT OF TAXES
WISCONSIN DEPARTMENT OF REVENUE
ZAKAT, TAX, CUSTOMS AUTHORITY (ZATCA)
Insurance Providers and Benefits Administrators
ALLIED WORLD ASSURANCE COMPANY (AWAC)
ASCOT GROUP
AXA SA
AXA XL
AXIS CAPITAL
BERKELEY PROFESSIONAL LIABILITY
CHUBB GROUP HOLDINGS INC.
CNA FINANCIAL CORPORATION
CONVEX GROUP LIMITED
HISCOX INC.
LLOYD'S
NATIONWIDE MUTUAL INSURANCE COMPANY
RLI CORP.
RSUI GROUP INC.
SOMPO INTERNATIONAL HOLDINGS LTD.
THE HARTFORD FINANCIAL SERVICES GROUP, INC.
Top 30 Unsecured Creditors (Excluding Creditors Appearing in Other Categories of this List)
BANNER EDGE MEDIA
BRIGHT LABS SERVICES LLC
GUILD EDUCATION INC
MARKETPLACE OPERATIONS INC
PWC US TAX LLC
SPI GLOBAL CONTENT HOLDING
CIGNA HEALTH AND LIFE
KFORCE INC.
RED VENTURES EDUCATION
Partner Institutions
ARIZONA STATE UNIVERSITY
COLORADO SEMINARY
GEORGE WASHINGTON UNIVERSITY
HARVARDX
LONDON SCHOOL OF ECONOMICS AND POLITICAL SCIENCE
MASSACHUSETTS INSTITUTE OF TECHNOLOGY

MCCOMBS SCHOOL OF BUSINESS FOUNDATION
NORTHWESTERN UNIVERSITY
PEPPERDINE UNIVERSITY
PRESIDENT & FELLOWS HARVARD COLLEGE
REGENTS OF THE UNIVERSITY OF CALIFORNIA, BERKELEY
REGENTS OF UNIVERSITY OF CALIFORNIA, IRVINE
SCHOOL OF INFORMATION AT UNIVERSITY OF CALIFORNIA, BERKELEY
SIMMONS COLLEGE
SYRACUSE UNIVERSITY
THE CHANCELLOR, MASTERS AND SCHOLARS OF THE UNIVERSITY OF OXFORD
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA
THE UNIVERSITY OF KANSAS
UNIVERSITY OF ADELAIDE
UNIVERSITY OF CAPE TOWN
UNIVERSITY OF CAPE TOWN INFORMATION SYSTEMS DEPARTMENT
UNIVERSITY OF DENVER
UNIVERSITY OF LONDON
UNIVERSITY OF MIAMI
UNIVERSITY OF MINNESOTA
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL
UNIVERSITY OF OREGON
UNIVERSITY OF PENNSYLVANIA
UNIVERSITY OF TEXAS AT SAN ANTONIO
UNIVERSITY OF TORONTO
AMERICAN PSYCHOLOGICAL ASSOCIATION
AMERICAN UNIVERSITY
ARCADIA UNIVERSITY
AUSTRALIAN NATIONAL UNIVERSITY
BABSON COLLEGE
BERKLEE COLLEGE OF MUSIC
BOCCONI UNIVERSITY
BOSTON UNIVERSITY
CAMBRIDGE UNIVERSITY PRESS
CARLETON UNIVERSITY
CASE WESTERN RESERVE UNIVERSITY
CHALMERS UNIVERSITY OF TECHNOLOGY
COLUMBIA UNIVERSITY
CORNELL UNIVERSITY
CURTIN UNIVERSITY
DARTMOUTH COLLEGE
DATABRICKS

Schedule 1

DAVIDSON COLLEGE	ROCHESTER INSTITUTE OF TECHNOLOGY
DELFT UNIVERSITY OF TECHNOLOGY	RUTGERS UNIVERSITY
DOANE UNIVERSITY	RWTH AACHEN UNIVERSITY
DRAKE STATE COMMUNITY & TECHNICAL COLLEGE	SDG ACADEMY
EMERSON COLLEGE	SEOUL NATIONAL UNIVERSITY
FORDHAM UNIVERSITY	SIMMONS UNIVERSITY
GEORGE WASHINGTON UNIVERSITY COLLEGE OF PROFESSIONAL STUDIES	SORBONNE UNIVERSITÉ
GEORGETOWN UNIVERSITY	SOUTHERN METHODIST UNIVERSITY
GEORGIA INSTITUTE OF TECHNOLOGY	SOUTHERN NEW HAMPSHIRE UNIVERSITY
GRAZ UNIVERSITY OF TECHNOLOGY	ST. JOHN FISHER COLLEGE
HAMAD BIN KHALIFA UNIVERSITY	STANFORD UNIVERSITY
HARVARD UNIVERSITY	STATE UNIVERSITY OF MARINGÁ
HARVEY MUDD COLLEGE	STELLENBOSCH UNIVERSITY
HEC MONTRÉAL	TECHNISCHE UNIVERSITÄT MÜNCHEN
HEC PARIS	TECNOLÓGICO DE MONTERREY
HONG KONG UNIVERSITY OF SCIENCE AND TECHNOLOGY	TEL AVIV UNIVERSITY
HOWARD UNIVERSITY	TENARIS UNIVERSITY
IE UNIVERSITY	THE FRIDAY CENTER – UNC CHAPEL HILL
IMPERIAL COLLEGE BUSINESS SCHOOL	THE HONG KONG POLYTECHNIC UNIVERSITY
IMPERIAL COLLEGE LONDON	THE INTERNATIONAL MONETARY FUND
INDIAN INSTITUTE OF MANAGEMENT BANGALORE	THE LINUX FOUNDATION
INDIANA UNIVERSITY	THE UNIVERSITY OF EDINBURGH
JESUS COLLEGE, CAMBRIDGE	THE UNIVERSITY OF ICELAND
KTH ROYAL INSTITUTE OF TECHNOLOGY	THE UNIVERSITY OF MARYLAND EASTERN SHORE
LASALLE COLLEGE	THE UNIVERSITY OF MARYLAND, COLLEGE PARK
LEHIGH UNIVERSITY	THE UNIVERSITY OF MICHIGAN
MANDARINX	THE UNIVERSITY OF NEWCASTLE, AUSTRALIA
MARYVILLE UNIVERSITY	THE UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER IN HOUSTON
MICHIGAN STATE UNIVERSITY	THE UNIVERSITY OF TOKYO
MONASH UNIVERSITY	THE UNIVERSITY OF WISCONSIN-MADISON
MOREHOUSE COLLEGE	THOMAS EDISON STATE UNIVERSITY
NATIONAL UNIVERSITY OF SINGAPORE	TOKYO INSTITUTE OF TECHNOLOGY
NEW YORK INSTITUTE OF FINANCE	TSINGHUA UNIVERSITY
NEW YORK UNIVERSITY	TULSA COMMUNITY COLLEGE
OHIO STATE UNIVERSITY	UNIVERSIDAD AUTÓNOMA DE MADRID
OSAKA UNIVERSITY	UNIVERSIDAD CARLOS III DE MADRID
PEKING UNIVERSITY	UNIVERSIDAD DEL ROSARIO
PONTIFICIA UNIVERSIDAD JAVERIANA	UNIVERSIDAD GALILEO
PURDUE UNIVERSITY	UNIVERSIDAD NACIONAL DE CÓRDOBA
QATAR UNIVERSITY	UNIVERSIDADES ANÁHUAC
QUEEN'S UNIVERSITY	UNIVERSITÀ DEGLI STUDI DI NAPOLI FEDERICO II
REGENTS OF UNIVERSITY OF CALIFORNIA, DAVIS	UNIVERSITAT POLITÈCNICA DE VALÈNCIA
RICE UNIVERSITY	UNIVERSITÉ CATHOLIQUE DE LOUVAIN
	UNIVERSITÉ DE MONTRÉAL

UNIVERSITY OF ALASKA FAIRBANKS
UNIVERSITY OF BAYREUTH
UNIVERSITY OF BIRMINGHAM
UNIVERSITY OF BRITISH COLUMBIA
UNIVERSITY OF CALIFORNIA, BERKELEY
UNIVERSITY OF CALIFORNIA, IRVINE
UNIVERSITY OF CALIFORNIA, LOS ANGELES
UNIVERSITY OF CAMBRIDGE
UNIVERSITY OF CANTERBURY
UNIVERSITY OF CENTRAL FLORIDA
UNIVERSITY OF CHICAGO
UNIVERSITY OF CONNECTICUT
UNIVERSITY OF DAYTON
UNIVERSITY OF HONG KONG
UNIVERSITY OF KANSAS
UNIVERSITY OF MARYLAND
UNIVERSITY OF MARYLAND BALTIMORE COUNTY
UNIVERSITY OF MARYLAND CENTER FOR ENVIRONMENTAL SCIENCE
UNIVERSITY OF MARYLAND GLOBAL CAMPUS
UNIVERSITY OF NEW BRUNSWICK
UNIVERSITY OF NEW HAMPSHIRE
UNIVERSITY OF NORTH CAROLINA AT CHARLOTTE
UNIVERSITY OF OXFORD
UNIVERSITY OF QUEENSLAND
UNIVERSITY OF RICHMOND
UNIVERSITY OF SOUTHERN CALIFORNIA
UNIVERSITY OF SYDNEY
UNIVERSITY OF TEXAS AT AUSTIN
UNIVERSITY OF TEXAS, MCCOMBS SCHOOL OF BUSINESS
UNIVERSITY OF UTAH
UNIVERSITY OF WASHINGTON
UNIVERSITY OF WESTERN AUSTRALIA
UNIVERSITY OF WISCONSIN
UNIVERSITY SYSTEM OF MARYLAND
VANDERBILT UNIVERSITY
WAGENINGEN UNIVERSITY & RESEARCH
WASEDA UNIVERSITY
WASHINGTON UNIVERSITY IN ST. LOUIS
WELLESLEY COLLEGE
WESTERN GOVERNORS UNIVERSITY
YALE UNIVERSITY
Utility Providers
AT&T MOBILITY

COMCAST
GRANITE TELECOMMUNICATIONS LLC
WASHINGTON GAS
Significant Competitors
ACADEMIC PARTNERSHIPS
COURSERA
LINKEDIN LEARNING
NOODLE
PLURASIGHT
SKILLSOFT
UDEMY
United States Bankruptcy Judges for the Southern District of New York (and Key Staff Members)
CHIEF JUDGE MARTIN GLENN
JUDGE CECELIA G. MORRIS
JUDGE DAVID S. JONES
JUDGE JAMES L. GARRITY, JR.
JUDGE JOHN P. MASTANDO
JUDGE LISA G. BECKERMAN
JUDGE MICHAEL E. WILES
JUDGE PHILIP BENTLEY
JUDGE SEAN H. LANE
AILEEN RAMIA
ARIELLE AMBRA-JUAREZ
ATA NALBANTOGLU
BRIAN MCELROY
CAROLINE ELLIS
CAROLYN INDELICATO
CHANTEL BARRETT
CHRISTINE AZZARO
COURTNEY N. BLINN
DANIEL MCCARTHY
DEANNA ANDERSON
DORIE ARTHUR
DWIJ PATEL
EMILIE SIMONE
FRANCIS O'ROURKE
GREG WHITE
GRISELDA CABRERA
ILAYNA GUEVREKIAN
JACQUELINE DEPIEROLA
JIAWEI LIN
JILLIAN INGRISANO
JOHN KUEBLER
LIZA EBANKS
LORRAINE ECHEVARRIA

LYNDA CALDERON
MARIA RODRIGUEZ-CASTILLO
MATTHEW SMITH
PAUL VEAZEY
PHILIP LOCKWOOD-BEAN
SARAH ROSENTHAL
TAMMI HELLOWIG
TRACY MERCADO
VANESSA ASHMEADE
VINCENT PUZAK
VITO GENNA
WILL JAGIELLO
WILLIE RODRIGUEZ
KYU YOUNG (MIKE) PAEK
BRYAN GARCIA
GRAHAM FISHER
United States Trustee for the Southern District of New York (and Key Staff Members)
ALABA OGUNLEYE
AMANDA D. CASSARA
ANDREA B. SCHWARTZ
ANDY VELEZ-RIVERA
ANNIE WELLS
BRIAN S. MASUMOTO
CARMEN DAVIS
DANIEL RUDEWICZ
ERCILIA A. MENDOZA
GREG M. ZIPES
ILUSION RODRIGUEZ
LINDA A. RIFFKIN
MADELEINE VESCOVACCI
MARK BRUH
MARY V. MORONEY
NADKARNI JOSEPH
OLGA S. ALLEN
PAUL K. SCHWARTZBERG
RACHAEL E SIEGEL
SHANNON SCOTT
SHARA CORNELL
SYLVESTER SHARP
TARA TIAN TIAN
VALENTINA VLASOVA
VICTOR ABRIANO
WILLIAM K. HARRINGTON
Notices of Appearance
Wilmington Savings Fund Society, FSB, as DIP Agent*

Seward & Kissel, LLP*
RFR/K 55 Prospect Owner LLC*
Klestadt Winters Jureller Southard & Stevens LLP*
Greenvale Capital LLP*
Schulte Roth & Zabel LLP*
KCP Harkins Fee Owner, LLC*
Foley & Lardner LLP*
Ivona Smith, in her capacity as Independent Director of 2U, Inc.*
Katten Muchin Rosenman LLP*
Wilmington Trust, National Association, solely in its capacity as Indenture Trustee*
ArentFox Schiff LLP*
Morgan Stanley Senior Funding, Inc.*
Allen Overy Shearman Sterling US LLP*
Weil, Gotshal & Manges LLP*
Bayside Capital, LLC*
Blantyre Capital Limited*
Mudrick Capital Management, L.P.*
Parties that Filed a Proof of Claim in These Chapter 11 Cases
ARCHER EDUCATION INC.
BROADRIDGE FINANCIAL SOLUTIONS
CENTURYLINK COMMUNICATIONS LLC
DATASITE LLC
DEPARTMENT OF THE TREASURY – IRS
GLOBANT LLC
GREATAMERICA FINANCIAL SERVICES
HMH EDUCATION COMPANY
ILLINOIS DEPARTMENT OF EMPLOYMENT SECURITY
MISSOURI DEPARTMENT OF REVENUE
MONDO
NEW JERSEY DEPARTMENT OF LABOR, DIVISION OF EMPLOYER ACCOUNTS
NEW YORK STATE DEPARTMENT OF LABOR
PITNEY BOWES INC.
TCWGLOBAL

*Name is not provided in the IPL but added by PwC as deemed necessary for disclosure purposes

Debtors and Non-Debtor Affiliates
2U GETSMARTER (UK) LIMITED
2U GETSMARTER (US), LLC
2U GETSMARTER, LLC
2U GROUP (UK) LIMITED
2U HARKINS ROAD LLC
2U HK LLC
2U KEIH HOLDCO, LLC
2U NYC, LLC
2U, INC.
CRITIQUEIT, INC.
EDX BOOT CAMPS (AUSTRALIA) PTY LIMITED
EDX BOOT CAMPS (CANADA) ULC
EDX BOOT CAMPS (GERMANY) GMBH
EDX BOOT CAMPS (UK) LIMITED
EDX BOOT CAMPS LLC
EDX BOOT CAMPS MEXICO S. DE R.L. DE C.V.
EDX INC.
EDX LLC
GET EDUCATED INTERNATIONAL PROPRIETARY LIMITED
GET EDUCATED PROPRIETARY LIMITED
GETSMARTER ONLINE LTD
K2017143886 PROPRIETARY LIMITED
TES, INC.
TES, LLC
TESI MERGER SUB, INC.
TRILOGY EDUCATION SERVICES INTERNATIONAL LIMITED
TRILOGY EDUCATION SERVICES, INC.
Debtors' Previous Names (including previous DBA and Trade Names)
CIRCUIT SUB LLC
CIRCUIT SUB PBLLC
JOBTRACK, INC.
THE FIREHOSE PROJECT
TRILOGY EDUCATION SERVICES (AUSTRALIA) PROPRIETARY LIMITED
TRILOGY EDUCATION SERVICES (CANADA) ULC
TRILOGY EDUCATION SERVICES (GERMANY) GMBH
TRILOGY EDUCATION SERVICES MEXICO, S. DE R.L. DE C.V.
TRILOGY EDUCATION SERVICES UK LTD.
TRILOGY EDUCATION SERVICES, LLC
Debtors' Restructuring Professionals
ALIXPARTNERS LLP

KATTEN MUCHIN ROSENMAN LLP
LATHAM & WATKINS LLP
MOELIS & COMPANY LLC
PwC US Tax LLP
EPIQ CORPORATE RESTRUCTURING, LLC
Restructuring Professionals for Lenders, Trustees, Agents, Other Secured Parties, and Noteholders
FTI CONSULTING, INC.
HEIDRICK & STRUGGLES, INC.
HOLLAND & KNIGHT LLP
HOULIHAN LOKEY, INC.
MILBANK LLP
SCHULTE ROTH & ZABEL LLP
WEIL, GOTSHAL & MANGES LLP
Debtors' Other Professionals
BAKER & HOSTETLER LLP
BLANK ROME, LLP
COOLEY LLP
COVINGTON & BURLING LLP
DUANE MORRIS
GIBBONS P.C.
GREENBERG TRAURIG, LLP
HOGAN LOVELLS US LLP
KELLEY DRYE & WARREN LLP
LITTLER MENDELSON P.C.
MORGAN, LEWIS & BOCKIUS LLP
OFFIT KURMAN
PAUL HASTINGS
RICHARDS LAYTON & FINGER
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
SKW SCHWARZ
WILSON ELSER MOSKOWITZ EDELMAN & DICKER LLP
WILSON SONSINI GOODRICH & ROSATI
BDO MEXICO
BDO USA LLP
FORVIS LLP
ISS CORPORATE
KPMG LLP
STOUT
VINCE SAMPSON (COOLEY LLP)
WILLIS TOWERS WATSON
Lenders, Trustees, Agents, and Other Secured Parties
ALTER DOMUS (US) LLC
APOLLO CAPITAL MANAGEMENT, L.P.
BLACKWELL PARTNERS LLC

BLANTYRE CAPITAL LLC
CHUBB
CONTRARIAN CAPITAL MANAGEMENT,LLC
HIG BAYSIDE
HPS INVESTMENT PARTNERS, LLC
MARATHON ASSET MANAGEMENT L.P.
MERCER LLC
MORGAN STANLEY & CO LLC
THE GOLDMAN SACHS GROUP, INC.
WILMINGTON SAVINGS FUND SOCIETY, FSB
Significant Noteholders and Indenture Trustees
AMERIPRISE FINANCIAL INC
BLANTYRE CAPITAL LTD
CAPSTONE INVESTMENT ADVISORS LLC
GREENVALE CAPITAL LLP
HUDSON BAY CAPITAL MANAGEMENT
WALLEYE CAPITAL LLC
WILMINGTON TRUST, NATIONAL ASSOCIATION
Bank Account and Cash Management Institutions
AMERICAN EXPRESS NATIONAL BANK
BANK OF AMERICA, N.A.
COMERICA BANK
JPMORGAN CHASE BANK, NATIONAL ASSOCIATION
STRIPE CAPITAL
CITIZENS BANK, N.A.
FLAGSTAR BANK, N.A.
Current and Former Officers and Directors
GREGORY K. PETERS
Known Holders of 1% or More of Outstanding Common Equity Securities of 2U, Inc.
AQR CAPITAL MANAGEMENT, LLC
ARK INVESTMENT MANAGEMENT LLC
BLACKROCK, INC.
BLANTYRE CAPITAL LIMITED
BNP PARIBAS ARBITRAGE SA, ASSET MANAGEMENT ARM
DE SHAW
GEODE CAPITAL MANAGEMENT, LLC
GREENVALE CAPITAL LP
MILLENNIUM MANAGEMENT LLC
MIRAE ASSET GLOBAL INVESTMENTS CO., LTD.
MORGAN STANLEY
NIKKO ASSET MANAGEMENT AMERICAS, INC.
PAUCEK, CHRISTOPHER J.
RENAISSANCE TECHNOLOGIES LLC

STATE STREET GLOBAL ADVISORS, INC.
THE VANGUARD GROUP, INC.
Parties to Pending Litigation
DAVID BERNARD
OFFICE OF THE ATTORNEY GENERAL OF CALIFORNIA
U.S. DEPARTMENT OF EDUCATION
Landlords
FOURTH CRYSTAL PARK ASSOCIATES LIMITED PARTNERSHIP
JACOBS ENGINEERING GROUP, INC.
Material Contract Counterparties
ALGOLIA
AMAZON WEB SERVICES, INC.
AUTH0
BETTERCLOUD, INC.
BRIGHT HORIZONS FAMILY SOLUTIONS LLC
BRIGHTEDGE TECHNOLOGIES, INC.
COGNIZANT WORLDWIDE LIMITED
COMMERCETOOLS
CONFLUENT CLOUD KAFKA (RESELLER - AMAZON WEB SERVICES)
COUPA
DENODO
EPLUS
FIVE9 INC
GITHUB
GREENHOUSE SOFTWARE, INC.
GUIDEPOINT SECURITY
JUMIO
LINKEDIN
LUCID SOFTWARE INC.
MICROSOFT CORPORATION (MICROSOFT AZURE)
MULESOFT, LLC (RESELLER - SALESFORCE.COM, INC)
ONE IDENTITY LLC
ORACLE NETSUITE
OUTREACH CORPORATION
PALO ALTO XSOAR (RESELLER - GUIDEPOINT SECURITY)
QUALTRICS, LLC
RELIAQUEST (RESELLER - GUIDEPOINT SECURITY)
SALESFORCE, INC (TABLEAU)
SALESFORCE, INC.
SALESFORCE.COM, INC
SLACK TECHNOLOGIES, LLC

SNOWFLAKE
SPLUNK (RESELLER - GUIDEPOINT SECURITY)
STRIPE, INC.
VALIDITY, INC.
WORKIVA, INC.
ZOOM
ZOOMINFO
GOOGLE
Taxing and Governmental Authorities
ARIZONA DEPARTMENT OF REVENUE
CALIFORNIA FRANCHISE TAX BOARD
CANADA REVENUE AGENCY
CITY AND COUNTY OF DENVER
COMPTROLLER OF MARYLAND
CONNECTICUT DEPARTMENT OF REVENUE SERVICES
DELAWARE DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE WASHINGTON STATE
DISTRICT OF COLUMBIA OFFICE OF TAX AND REVENUE
FLORIDA DEPARTMENT OF REVENUE
GEORGIA DEPARTMENT OF REVENUE
IOWA DEPARTMENT OF REVENUE
KENTUCKY DEPARTMENT OF REVENUE
MASSACHUSETTS DEPARTMENT OF REVENUE
MINNESOTA DEPARTMENT OF REVENUE
MONTANA DEPARTMENT OF REVENUE
NEW HAMPSHIRE DEPARTMENT OF REVENUE ADMINSTRATION
NEW JERSEY DIVISION OF TAXATION
NEW MEXICO TAXATION AND REVENUE
NEW YORK DEPARTMENT OF TAXATION AND FINANCE
NORTH CAROLINA DEPARTMENT OF REVENUE
OHIO DEPARTMENT OF TAXATION
OREGON DEPARTMENT OF REVENUE
REVENU QUEBEC
SOUTH CAROLINA DEPARTMENT OF REVENUE
STATE OF ALABAMA, DEPARTMENT OF REVENUE
STATE OF HAWAII DEPARTMENT OF TAXATION
STATE OF TENNESSEE DEPARTMENT OF REVENUE
TEXAS COMPTROLLER OF PUBLIC ACCOUNTS
UTAH STATE TAX COMMISSION
VERMONT DEPARTMENT OF TAXES
WISCONSIN DEPARTMENT OF REVENUE

Insurance Providers and Benefits Administrators
ALLIED WORLD ASSURANCE COMPANY (AWAC)
ASCOT GROUP
AXA SA
AXA XL
AXIS CAPITAL
CHUBB GROUP HOLDINGS INC.
CNA FINANCIAL CORPORATION
CONVEX GROUP LIMITED
HISCOX INC.
LLOYD'S
NATIONWIDE MUTUAL INSURANCE COMPANY
RLI CORP.
RSUI GROUP INC.
SOMPO INTERNATIONAL HOLDINGS LTD.
THE HARTFORD FINANCIAL SERVICES GROUP, INC.
Top 30 Unsecured Creditors (Excluding Creditors Appearing in Other Categories of this List)
BRIGHT LABS SERVICES LLC
PWC US TAX LLC
SPI GLOBAL CONTENT HOLDING
CIGNA HEALTH AND LIFE
KFORCE INC.
Partner Institutions
ARIZONA STATE UNIVERSITY
LONDON SCHOOL OF ECONOMICS AND POLITICAL SCIENCE
MASSACHUSETTS INSTITUTE OF TECHNOLOGY
NORTHWESTERN UNIVERSITY
PEPPERDINE UNIVERSITY
PRESIDENT & FELLOWS HARVARD COLLEGE
REGENTS OF UNIVERSITY OF CALIFORNIA, IRVINE
SIMMONS COLLEGE
SYRACUSE UNIVERSITY
THE CHANCELLOR, MASTERS AND SCHOLARS OF THE UNIVERSITY OF OXFORD
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA
UNIVERSITY OF DENVER
UNIVERSITY OF MIAMI
UNIVERSITY OF MINNESOTA
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL
UNIVERSITY OF PENNSYLVANIA
UNIVERSITY OF TEXAS AT SAN ANTONIO

UNIVERSITY OF TORONTO
AMERICAN UNIVERSITY
BABSON COLLEGE
BOSTON UNIVERSITY
CAMBRIDGE UNIVERSITY PRESS
CASE WESTERN RESERVE UNIVERSITY
COLUMBIA UNIVERSITY
CORNELL UNIVERSITY
DARTMOUTH COLLEGE
DATABRICKS
FORDHAM UNIVERSITY
GEORGETOWN UNIVERSITY
GEORGIA INSTITUTE OF TECHNOLOGY
HARVARD UNIVERSITY
HONG KONG UNIVERSITY OF SCIENCE AND TECHNOLOGY
HOWARD UNIVERSITY
INDIANA UNIVERSITY
LEHIGH UNIVERSITY
MICHIGAN STATE UNIVERSITY
NATIONAL UNIVERSITY OF SINGAPORE
NEW YORK UNIVERSITY
OHIO STATE UNIVERSITY
PONTIFICIA UNIVERSIDAD JAVERIANA
PURDUE UNIVERSITY
ROCHESTER INSTITUTE OF TECHNOLOGY
SIMMONS UNIVERSITY
SOUTHERN METHODIST UNIVERSITY
SOUTHERN NEW HAMPSHIRE UNIVERSITY
STANFORD UNIVERSITY
TECNOLÓGICO DE MONTERREY
THE INTERNATIONAL MONETARY FUND
THE LINUX FOUNDATION
THE UNIVERSITY OF EDINBURGH
THE UNIVERSITY OF MARYLAND, COLLEGE PARK
THE UNIVERSITY OF WISCONSIN-MADISON
UNIVERSITY OF BIRMINGHAM
UNIVERSITY OF BRITISH COLUMBIA
UNIVERSITY OF CALIFORNIA, BERKELEY
UNIVERSITY OF CALIFORNIA, IRVINE
UNIVERSITY OF CALIFORNIA, LOS ANGELES
UNIVERSITY OF CAMBRIDGE
UNIVERSITY OF CENTRAL FLORIDA
UNIVERSITY OF CHICAGO
UNIVERSITY OF MARYLAND BALTIMORE COUNTY

UNIVERSITY OF MARYLAND GLOBAL CAMPUS
UNIVERSITY OF NORTH CAROLINA AT CHARLOTTE
UNIVERSITY OF RICHMOND
UNIVERSITY OF SOUTHERN CALIFORNIA
UNIVERSITY OF TEXAS AT AUSTIN
UNIVERSITY OF TEXAS, MCCOMBS SCHOOL OF BUSINESS
UNIVERSITY OF UTAH
UNIVERSITY OF WASHINGTON
UNIVERSITY OF WISCONSIN
UNIVERSITY SYSTEM OF MARYLAND
VANDERBILT UNIVERSITY
WASHINGTON UNIVERSITY IN ST. LOUIS
YALE UNIVERSITY
Utility Providers
AT&T MOBILITY
COMCAST
GRANITE TELECOMMUNICATIONS LLC
WASHINGTON GAS
Significant Competitors
ACADEMIC PARTNERSHIPS
LINKEDIN LEARNING
SKILLSOFT
UDEMY
United States Bankruptcy Judges for the Southern District of New York (and Key Staff Members)
JOHN KUEBLER
Notices of Appearance
Wilmington Savings Fund Society, FSB, as DIP Agent
Seward & Kissel, LLP
Klestadt Winters Jureller Southard & Stevens LLP
Greenvale Capital LLP
Schulte Roth & Zabel LLP
Foley & Lardner LLP
Katten Muchin Rosenman LLP
Wilmington Trust, National Association, solely in its capacity as Indenture Trustee
ArentFox Schiff LLP
Morgan Stanley Senior Funding, Inc.
Weil, Gotshal & Manges LLP
Blantyre Capital Limited
Parties that Filed a Proof of Claim in These Chapter 11 Cases
BROADRIDGE FINANCIAL SOLUTIONS
CENTURYLINK COMMUNICATIONS LLC
DATASITE LLC

Schedule 2

DEPARTMENT OF THE TREASURY – IRS
GLOBANT LLC
GREATAMERICA FINANCIAL SERVICES
ILLINOIS DEPARTMENT OF EMPLOYMENT SECURITY
MISSOURI DEPARTMENT OF REVENUE
NEW JERSEY DEPARTMENT OF LABOR, DIVISION OF EMPLOYER ACCOUNTS
PITNEY BOWES INC.