

Exhibit B

DCEH LIQUIDATION LITIGATION TRUST AGREEMENT
ASSIGNMENT OF CLAIMS AND ASSETS

WHEREAS, the entities listed on Exhibit 1 (the “Debtors”) are in receivership within the matter captioned *Digital Media Solutions, LLC v. South University of Ohio, LLC, et al.*, case number 1:19-cv-145, United States District Court, Northern District of Ohio case number 1:19-cv-145 (the “Receivership”):

In accord with the lawful order of the Court overseeing the Receivership, the undersigned, MARK E. DOTTORE, as Receiver for the Debtors, hereby assigns all of his as Receiver and the Debtors’ rights, titles, and interests in and to the following claims and various causes of action (the “Insurance Claims”), including the rights, titles, interests, and obligations of the settlement of the Insurance Claims, to MARK E. DOTTORE, TRUSTEE OF THE DCEH LIQUIDATION LITIGATION TRUST DATED _____, 2024. The Claims being assigned include, but are not limited to:

Claims against the Debtors’ former officers and directors including, but not limited to: Brent Richardson, Chris Richardson, Pastor Matthew Barnett, John Crowley, Chad Garrett, Monica Carson, Melissa Ebenshade, Shelly Gardner, Mike Lacrosse, Shelly Murphy, Rob Paul, Debbi Lannon-Smith, Stacey Sweeney, Randall Barton, Timothy Slottow, Rufus Glasper, and Jack DeBartolo. Said Claims include, but are not limited to:

- a. Those relating to the establishment, maintenance, and funding of health care coverage plans for Debtors, including those related to the failure to pay plan participants’ legitimate health care bills that should have been paid by the plans;
- b. Those relating to alleged misrepresentations made to secured lenders, including Banc of America Credit Products, Inc., Bank of America NA, Barclays Bank PLC, Candlewood Special Situations Master Fund II, LP Credit Suisse AG Cayman Islands Branch, Flagler Master Fund SPC Ltd acting for and on behalf of the Class A segregated portfolio and the Class B segregated portfolio, and JP Morgan Chase Bank (together, the “Secured Lenders”) to obtain financing therefrom;
- c. Those relating to their decision to not pay students or students’ parents the credit balances (“stipends”) due;
- d. Those relating to alleged misrepresentation to current and prospective students concerning schools’ accreditation status;
- e. Those relating to the alleged failure to notify current and prospective students of the Debtors’ precarious financial position in December 2018 and January 2019, and the accordant likely failure of the schools to complete the newly-started terms;
- f. Those relating to their decision to pay friends and family undue bonuses shortly before the Debtors entered Receivership;

- g. Those relating to their decision to pay the Dream Center Foundation more than \$1.5 million;
- h. Those relating to their management of health care plans covering Debtors' employees; and,
- i. All claims arising out of their alleged negligence and breach of fiduciary duty arising out of their management of, or performance of duties to, the Debtors.

In accord with the lawful order of the Court overseeing the Receivership, the undersigned, MARK E. DOTTORE, as Receiver for the Debtors, hereby assigns all of his as Receiver and the Debtors' rights, titles, and interests in and to the following claims and various causes of action (the "Potential Claims"), to MARK E. DOTTORE, TRUSTEE OF THE DCEH LIQUIDATION LITIGATION TRUST DATED _____, 2024. The Claims being assigned include, but are not limited to:

- a. All claims against Aetna, or Aetna-related entities, regarding monies due the Debtors; and,
- b. All claims against the former officers and directors of Education Management Corporation, including Brian J. Curtin, John Danielson, Chad M. Garrett, Frank Jalufka, Jerome Kramer, J. Devitt Kramer, Mark A. McEachen, Teresa L. Nelson, and Mark E. Novad.

In accord with the lawful order of the Court overseeing the Receivership, the undersigned, MARK E. DOTTORE, as Receiver for the Debtors, hereby assigns all of his as Receiver and the Debtors' rights, titles, and interests in and to all remaining Receivership assets, to MARK E. DOTTORE, TRUSTEE OF THE DCEH LIQUIDATION LITIGATION TRUST DATED _____, 2024. The assets being assigned include, but are not limited to:

- a. All unrestricted funds held in any and all bank accounts;
- b. The sum of \$177,593 (or such other sum as may exist on the date of transfer) currently being held for application to employee medical claims;
- c. The sum of \$1,193,835 (or such other sum as may exist on the day of transfer) currently being held in restricted Perkins funds; and,
- d. All business records, whether in paper or electronic format, of the Debtors.

This Assignment is effective as of _____, 2024.

ON BEHALF OF ALL OF THE DEBTORS

By: Mark E. Dottore

Its: Receiver

RECEIPT OF CLAIMS AND ASSETS

The undersigned, MARK E. DOTTORE, TRUSTEE OF THE DCEH LIQUIDATION LITIGATION TRUST DATED _____, 2024, hereby acknowledges receipt, as of this _____ day of _____, 2024, of the Claims and Assets.

MARK E. DOTTORE, TRUSTEE OF THE
DCEH LIQUIDATION TRUST DATED
_____, 2024

By: Mark E. Dottore
Its: Trustee

Exhibit 1
DEBTORS

1. South University of Ohio LLC
2. Dream Center Education Holdings LLC
3. The DC Art Institute of Raleigh-Durham LLC
4. The DC Art Institute of Charlotte LLC
5. DC Art Institute of Charleston LLC
6. DC Art Institute of Washington LLC
7. The Art Institute of Tennessee – Nashville LLC
8. AiTN Restaurant LLC
9. The Art Institute of Colorado LLC
10. DC Art Institute of Phoenix LLC
11. The Art Institute of Portland LLC
12. The Art Institute of Seattle LLC
13. The Art Institute of Pittsburgh, DC LLC
14. The Art Institute of Philadelphia, DC, LLC
15. DC Art Institute of Fort Lauderdale LLC
16. The Illinois Institute of Art LLC
17. The Art Institute of Michigan LLC
18. The Illinois Institute of Art at Schaumburg LLC
19. DC Art Institute of Phoenix, LLC and its direct subsidiaries
20. The Art Institute of Las Vegas LLC
21. The Art Institute of Indianapolis, LLC
22. AiIN Restaurant LLC
23. Dream Center Argosy University of California LLC and its direct subsidiaries
24. Argosy Education Group LLC
25. AU Student Funding, LLC
26. Dream Center Education Management LLC
27. South University of Michigan LLC