

FORM B1		United States Bankruptcy Court For The District Of Delaware		Voluntary Petition																		
Name of Debtor (if individual, enter Last, First, Middle): The Brown Schools, Inc.			Name of Joint Debtor (Spouse) (Last, First, Middle):																			
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): Tustin Holdings Company, National Information and Resource Service, Inc.; and Healthcare America, Inc.			All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																			
Last four digits of Soc. Sec No./ Complete EIN or other Tax I.D. No (if more than one, state all): 74-2842483			Last four digits of Soc. Sec No./ Complete EIN or other Tax I.D. No (if more than one, state all):																			
Street Address of Debtor (No. & Street, City, State & Zip Code) 1407 West Stassney Lane Austin, TX 78745			Street Address of Joint Debtor (No. & Street, City, State & Zip Code)																			
County of Residence or of the Principal Place of Business: Travis County, Texas			County of Residence or of the Principal Place of Business:																			
Mailing Address of Debtor (if different from street address): P.O. Box 4008 Austin, TX 78765			Mailing Address of Joint Debtor (if different from street address):																			
Location of Principal Assets of Business Debtor (if different from street address above):																						
Information Regarding the Debtor (Check the Applicable Boxes)																						
Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																						
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____ <input type="checkbox"/> Clearing Bank			Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check on box) <input checked="" type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding																			
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business			Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.																			
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)																						
Statistical/Administrative Information (Estimates only) <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY																	
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: right;">Estimated Number of Creditors</td> <td style="text-align: center;">1-15</td> <td style="text-align: center;">16-49</td> <td style="text-align: center;">50-99</td> <td style="text-align: center;">100-199</td> <td style="text-align: center;">200-999</td> <td style="text-align: center;">1,000-over</td> </tr> <tr> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>						Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1,000-over		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>			
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Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): The Brown Schools, Inc.	
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Exhibit 1		Case Number:	Date Filed:
District:		Relationship:	Judge:

Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><input checked="" type="checkbox"/> _____ Signature of Debtor</p> <p><input checked="" type="checkbox"/> _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> <hr/> <p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.</p> <p><input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) Date</p> <hr/> <p style="text-align: center;">Exhibit C</p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition</p> <p><input checked="" type="checkbox"/> No</p>
<p style="text-align: center;">Signature of Attorney</p> <p><input checked="" type="checkbox"/> <u>Robert J. Dehney (67 DAB)</u> Signature of Attorney for Debtor(s)</p> <p><u>Robert J. Dehney (#3578)/Michael G. Busenkell (#3933)</u> Printed Name of Attorney for Debtor(s)</p> <p><u>Morris Nichols, Arsh & Tunnell</u> Firm Name</p> <p><u>1201 North Market Street, Suite 1800</u> Address</p> <p><u>Wilmington, Delaware 19801</u></p> <p><u>(302) 658-9200</u> Telephone Number</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of Non-Attorney Petition Preparer</p> <p>I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document</p> <p>_____ Printed Name of Bankruptcy Petition Preparer</p> <p>_____ Social Security Number</p> <p>_____ Address</p> <p>_____ Name and Social Security numbers of all other individuals who prepared or assisted in preparing this document:</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person</p> <p><input checked="" type="checkbox"/> _____ Signature of Bankruptcy Petition Preparer</p> <p>_____ Date</p> <p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156</p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><input checked="" type="checkbox"/> <u>Fenton R. Talbot</u> Signature of Authorized Individual</p> <p><u>Fenton R. Talbot</u> Printed Name of Authorized Individual</p> <p><u>President and Chief Executive Officer</u> Title of Authorized Individual</p> <p><u>3/23/05</u> Date</p>	

Exhibit 1 To The Brown Schools, Inc.

Affiliated Pending Bankruptcy Cases	Tax ID Number
The Brown Schools Management Corporation	74-2858090
TBS Administrative Corp.	34-1993707
TBS Holdings, Inc.	73-1449306
The Brown Schools of San Juan, Inc.	74-2864043
The Brown Schools of Florida, Inc.	74-2334896
Austin TBS, Inc.	74-2939317
The Brown Schools of Puerto Rico, Inc.	74-2859257
Northwest Academy, Inc.	82-0476258
Rocky Mountain Academy, Inc.	82-0374249
CEDU Education, Inc.	74-2866612
North American Boarding Schools, Inc.	74-2866613
CEDU Business Corporation	68-0572882
CEDU School, Inc.	33-0286201
CEDU Holdings, Inc.	68-0572883
Brown Schools Education Corporation	75-2446674
The Brown Schools Business Corp.	74-2901385
The Brown Schools Services Corporation	74-2866615
Healthcare Living Centers, Inc.	74-2388904
Healthcare Rehabilitation Center of Austin, Inc.	74-2461514
The Brown Schools Behavioral Health System, Inc.	74-2720789
Travis, TBS, Inc..	74-2939316
Healthcare AHGI, Inc.	74-2281657
Elmwood Management Company, Inc.	74-2352150
Glenwood Management Company, Inc.	74-2442213

THE BROWN SCHOOLS, INC.

Unanimous Written Consent

of the

Board of Directors

The undersigned, being all the directors of THE BROWN SCHOOLS, INC. (the "Company"), a Delaware corporation, acting without a meeting pursuant to Section 141(f) of the Delaware General Corporation Law, hereby consents to the taking of action without a meeting and adopts the following resolutions:

RESOLVED, that the Board of Directors (the "Board") of The Brown Schools, Inc., a Delaware corporation (the "Corporation"), does hereby determine that it is desirable and in the best interest of the Corporation, its creditors, its stockholders and other parties in interest that a petition seeking relief under the provisions of Chapter 7 of Title 11 of the United States Code (the "Bankruptcy Code") be filed by the Corporation, and the filing of such bankruptcy petition (the "Petition") by the Corporation is hereby authorized; and it is further

RESOLVED, that Fenton R. Talbott in his capacity as the President, and Chief Executive Officer of the Corporation, and the other officers of the Corporation, or any one of them, or any other person or persons so designated by the Board (collectively, the "Officers"), be, and each hereby is, authorized and directed for and on behalf of such Corporation to execute and verify the Petition and to cause the Petition to be filed in the United States Bankruptcy Court for the District of Delaware in such form and at such time as the Officer executing the Petition shall determine to be necessary, appropriate or advisable, which determination shall be conclusively evidenced by the execution thereof by such Officer; and it is further

RESOLVED that the Officers be, and each hereby is, authorized and empowered for and on behalf of the Corporation, to execute, deliver, verify or file, or to cause to be executed, delivered, verified or filed, all documents in connection with the filing of the Petition, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, that any Officer shall determine to be necessary, appropriate or advisable, which determination shall be conclusively evidenced by the taking of such action by any such Officer; and it is further

RESOLVED, that the Board does hereby approve the filing of a petition seeking relief under the provisions of Chapter 7 of the Bankruptcy Code by any subsidiary of the Corporation; and it is further

RESOLVED that the Officers be, and each hereby is, authorized and empowered, for and on behalf of the Corporation, including, without limitation, in its capacity as a debtor and debtor-in-possession, to negotiate, execute and deliver, and to cause the Corporation to perform its obligations under, such agreements, instruments, certificates and any and all other documents, and any amendments thereto, that any Officer shall determine to be necessary, appropriate or advisable to aid in a successful Bankruptcy Case or to otherwise effectuate the purpose and intent of the foregoing resolutions, including, without limitation, any credit agreements, promissory notes, letter of credit applications, guarantees, mortgages or other security instruments, containing such provisions, terms, conditions, covenants, warranties and representations as shall be determined by any Officer to be necessary, appropriate or advisable, which determinations shall be conclusively evidenced by the execution thereof by any such Officer; and it is further

RESOLVED that the Officers be, and each hereby is, authorized and empowered, for and on behalf of the Corporation, to take or cause to be taken any and all such further action, to negotiate, execute and deliver, and to cause the Corporation to perform its obligations under, all such further agreements, instruments, certificates or other documents, and to incur all such fees and expenses as in each case any Officer shall determine to be necessary, appropriate or advisable to aid in a successful Bankruptcy Case or to effectuate the purpose and intent of the foregoing resolutions, which determination shall be conclusively evidenced by the taking of such action, the execution of such agreement, instrument, certificate or other document or the incurrence of such fees or expenses by any such Officer; and it is further

RESOLVED that all actions previously taken by any Officer or any director for and on behalf of the Corporation in furtherance of the foregoing resolutions be, and the same hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed this consent, in multiple originals, effective as of the 25th day of March, 2005.


Fenton R. Talbot

John P. Docherty, M.D.

David McDonnell

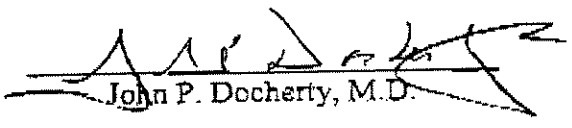
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Fenton R. Talbott



John P. Docherty, M.D.

David McDonnell

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Fenton R. Talbott

John P. Docherty, M.D.



David McDonnell

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
 THE BROWN SCHOOLS, INC., et al.) Case No. 05-_____ (_ _)
)
 Debtors.)
 _____)

**CONSOLIDATED LIST OF CREDITORS
HOLDING 40 LARGEST UNSECURED CLAIMS**

Following is a consolidated list of the debtors' creditors holding the 40 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 40 largest unsecured claims.¹

Name of creditor and complete mailing address including zip code	Name, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	C O N T I N G E N T	U N S E C U R E D	D I S P U T E D	Amount of claim [if secured also state value of security]
Aramark Management Services, Ltd. c/o Steve Schulwol, Esq. Fedota Childers & May, P.C. Three First National Plaza 70 West Madison Street Chicago, IL 6062	Steve Schulwol, Esq. Three First National Plaza 70 West Madison Street Chicago, IL 6062 Tel.: (312) 236-5015 Fax: (312) 236-6559	Arbitration Award			X	\$1,533,924.50

¹ Please note that the amounts listed herein are made to comply with Fed. R. Bankr. P. 1007(d) and are not an admission of liability by the Debtor.

In re: THE BROWN SCHOOLS, INC., et al.
Debtors.

Case No. 05-____ (____)
Chapter 11

**CONSOLIDATED LIST OF CREDITORS
HOLDING 40 LARGEST UNSECURED CLAIMS**

Connecticut General Life Insurance Company 2223 Washington St., Suite 200 Newton, MA	2223 Washington St., Suite 200 Newton, MA Tel.: (617) 630-4355 Fax: (617) 630-4381	Trade Debt				\$486,772.93
Winstead, Sechrest & Minick, P.C. 5400 Renaissance Tower 1201 Elm Street Dallas, TX 75270	William B. Sechrest, Esq. 5400 Renaissance Tower 1201 Elm Street Dallas, TX 75270 Tel.: (214) 745-5400 Fax: (214) 745-5390	Legal Fees				\$324,495.90
Centers of Medicare and Medicaid Services c/o Mutual of Omaha Insurance Company P.O. Box 1604 Omaha, NE 68101	Medicare Audit and Reimbursement P.O. Box 1604 Omaha, NE 68101 Tel.: (866) 734-9444 Fax.: (402) 351-8796	Trade Debt			X	\$241,508.58
Lockton Insurance Agency of Houston, Inc. 5847 San Felipe, Suite 320 Houston, TX 77057	Tony Garcia 5847 San Felipe, Suite 320 Houston, TX 77057 Tel.: (713) 458-5223 Fax: (713) 458-5299	Trade Debt				\$200,000.00
Suzanne Alban and Jordan Alban c/o John Thomas, Esq. George & Brothers, LLP 1100 Norwood Tower 114 West 7 th Street Austin, TX 78701	John Thomas, Esq. 1100 Norwood Tower 114 West 7 th Street Austin, TX 78701 Tel.: (521) 495-1400 Fax: (512) 499-0094	Legal Settlement				\$150,000.00
Mary Ellen Gruber and Dominique Gruber c/o John Thomas, Esq. George & Brothers, LLP 1100 Norwood Tower 114 West 7 th Street Austin, TX 78701	John Thomas, Esq. 1100 Norwood Tower 114 West 7 th Street Austin, TX 78701 Tel.: (521) 495-1400 Fax: (512) 499-0094	Legal Settlement				\$150,000.00

In re: THE BROWN SCHOOLS, INC., et al.
Debtors.

Case No. 05-____ (____)
Chapter 11

**CONSOLIDATED LIST OF CREDITORS
HOLDING 40 LARGEST UNSECURED CLAIMS**

Healthcare Financing Administration c/o Pioneer Credit Recovery, Inc. P.O. Box 189 Arcade, NY 14009-0189	P.O. Box 189 Arcade, NY 14009-0189 Tel.: (877) 907-1820 Fax: (877) 907-1868	Trade Debt			X	\$131,418.39
AICCO, Inc. P.O. Box 200445 Dallas, TX 75320	P.O. Box 200445 Dallas, TX 75320 Tel.: (877) 615-4242 Fax: (559) 222-9414	Insurance				\$131,290.05
United Healthcare Insurance Company 22703 Network Place Chicago, IL 60673	22703 Network Place Chicago, IL 60673 Tel.: (813) 818-3968 Fax: (813) 854-3359	Trade Debt				\$120,000.00
Ebanks, Smith & Carlson 2500 Five Houston Center 1401 McKinney Houston, TX 777010-4034	James D. Ebanks, Esq. 2500 Five Houston Center 1401 McKinney Houston, TX 777010-4034 Tel.: (713) 333-4500 Fax: (713) 333-4600	Legal Fees			X	\$112,321.97
American International Recovery 400 Interpace Parkway Building D, 3 rd Floor Parsippany, NJ 07054	Hashim Bradley 400 Interpace Parkway Building D, 3 rd Floor Parsippany, NJ 07054 Tel.: (973) 541-2700 Fax: (973) 541-0461	Trade Debt				\$100,000.00
CNA 23520 Network Place Chicago, IL 60673	23520 Network Place Chicago, IL 60673 Tel.: (312) 822-1623 Fax: (312) 817-3346	Insurance				\$81,163.00
Iron Mountain Records P.O. Box 601002 Los Angeles, CA 90060	P.O. Box 601002 Los Angeles, CA 90060 Tel.: (562) 345-6900 Fax: (562) 345-6944	Trade Debt			X	\$75,419.44

In re: THE BROWN SCHOOLS, INC., et al.
Debtors.

Case No. 05-____ (____)
Chapter 11

**CONSOLIDATED LIST OF CREDITORS
HOLDING 40 LARGEST UNSECURED CLAIMS**

Atlantic Mutual Ins. P.O. Box 4657 Roanoke, VA 24015	P.O. Box 4657 Roanoke, VA 24015 Tel.: (540) 989-3300 Fax: (877) 755-5532	Insurance				\$67,730.77
Law Offices of Randy Leavitt P.O. Box 684550 Austin, TX 78768	Randy Leavitt, Esq. P.O. Box 684550 Austin, TX 78768 Tel.: (512) 476-4475	Legal Fees				\$66,007.50
Cornell, Smith & Mierl, LLP 1221 South MoPac Expressway, Suite 330 Austin, Texas 78746	Steven Mierl, Esq. 1221 South MoPac Expressway, Suite 330 Austin, Texas 78746 Tel.: (512) 328-1540 Fax: (512) 328-1541	Legal Fees				\$58,982.89
Minton, Burton, Foster & Collins, PC 1205 Rio Grande Austin, TX 78701	Roy Minton, Esq. 1205 Rio Grande Austin, TX 78701 Tel.: (512) 476-4873 Fax: (512) 479-8315	Legal Fees				\$55,995.00
Lorance & Thompson 2900 N. Loop W., Suite 500 Houston, TX 77092	Larry D. Thompson, Esq. 2900 N. Loop W., Suite 500 Houston, TX 77092 Tel: (713) 868-5560 Fax: (713) 864-4671	Legal Fees			X	\$49,857.34
Bobbie Monroe c/o Jamie Lynn, Esq. The Lynn Law Firm, PC 6601 Vaught Ranch Rd. Suite 102 Austin, TX 78730	Jamie Lynn, Esq. 6601 Vaught Ranch Rd. Suite 102 Austin, TX 78730 Tel.: (512) 346-2100 Fax: (512) 338-0902	Legal Settlement				\$40,000.00
Bowen Riley Warnock & Jacobson, PLC 1906 West End Avenue Nashville, TN 37203	Timothy L. Warnock, Esq. 1906 West End Avenue Nashville, TN 37203 Tel.: (615) 320-3700 Fax: (615) 320-3737	Legal Fees				\$37,196.36

In re: THE BROWN SCHOOLS, INC., et al.
Debtors.

Case No. 05-____ (____)
Chapter 11

**CONSOLIDATED LIST OF CREDITORS
HOLDING 40 LARGEST UNSECURED CLAIMS**

Haynes & Boone, LLP 112 E. Pecan Street, Suite 1600 San Antonio, TX 78205-1540	Trace Blair, Esq. 112 E. Pecan Street, Suite 1600 San Antonio, TX 78205-1540 Tel.: (210) 978-7425 Fax: (210) 554-0425	Legal Fees				\$34,330.90
Staples 500 Staples Drive, 5 th Floor West Framingham, MA 01702	Margo Romero 500 Staples Drive, 5 th Floor West Framingham, MA 01702 Tel.: (800) 699-5812 Fax: (508) 253-4264	Trade Debt				\$32,683.93
Gjerset & Lorenz, LLC Terrace VII, 2801 Via Fortuna, Ste.500 Austin, TX 78746	James E. Gjerset, Esq. Terrace VII, 2801 Via Fortuna, Ste.500 Austin, TX 78746 Tel.: (512) 899-3995 Fax: (512) 899-3939	Legal Fees			X	\$32,649.78
Holden Capron Carr 200 Reunion Center Nine East Fourth Street Tulsa, OK 74103	Steven Holden, Esq. 200 Reunion Center Nine East Fourth Street Tulsa, OK 74103 Tel.: (918) 295-8888 Fax: (918) 295-8889	Legal Fees				\$30,220.34
Donna Bowen c/o Michael Slack Slack & Davis, LLP 8911 Capital of Texas Highway, Suite 2110 Austin, TX 78759	Michael Slack, Esq. 8911 Capital of Texas Highway, Suite 2110 Austin, TX 78759 Tel.: (512) 795-8686 Fax: (512) 795-8787	Legal Settlement				\$30,000.00
Brian Murphy c/o Michael Slack, Esq. Slack & Davis, LLP 8911 Capital of Texas Highway, Suite 2110 Austin, TX 78759	Michael Slack, Esq. 8911 Capital of Texas Highway, Suite 2110 Austin, TX 78759 Tel.: (512) 795-8686 Fax: (512) 795-8787	Legal Settlement				\$30,000.00

In re: THE BROWN SCHOOLS, INC., et al.
Debtors.

Case No. 05-____ (____)
Chapter 11

**CONSOLIDATED LIST OF CREDITORS
HOLDING 40 LARGEST UNSECURED CLAIMS**

Terri Rose and Mario McDonald c/o Leonard Klatt, Esq. Klatt & Sivic, P.A. 7753 SW State Road 200 Ocala, FL 34476	Leonard Klatt, Esq. 7753 SW State Road 200 Ocala, Florida 34476 Tel.: (352) 726-4000 Fax: (352) 726-1351	Legal Settlement				\$30,000.00
ProClaim America, Inc. 9800 Centre Parkway Suite 650 Houston, TX 77036	Randall Collins 9800 Centre Parkway Suite 650 Houston, TX 77036 Tel.: (713) 771-3500 Fax: (713) 771-7749	Legal Fees				\$28,290.00
American Express P.O. Box 360001 Ft. Lauderdale, FL 33336	P.O. Box 360001 Ft. Lauderdale, FL 33336 Tel.: (800) 528-2122 Fax: (208) 744-8891	Trade Debt				\$26,546.18
Ron Volper 70 W. Red Oak Lane, Suite 445 White Plains, NY 10604	Ron Volper 70 W. Red Oak Lane Suite 445 White Plains, NY 10604 Tel.: (914) 697-4990 Fax.: (914) 697-4888	Trade Debt				\$25,240.67
Catherine Rodriguez, c/o Akins, Jeffrey R 13750 San Pedro Suite 600 San Antonio, TX 78232	Mr. Jeffrey R Akins 13750 San Pedro Suite 600 San Antonio, TX 78232 Tel.: (210) 599-4905 Fax.: (210) 490-2776	Legal Settlement				\$25,000.00
Merlo Kanofsky Brinkmeier & Gregg Ltd. 208 South LaSalle Street South 950 Chicago, IL 60604	Martin A. Kanofsky, Esq 208 South LaSalle Street South 950 Chicago, IL 60604 Tel.: (312) 553-5500 Fax.: (312) 553-1586	Legal Fees				\$24,883.45

In re: THE BROWN SCHOOLS, INC., et al.
Debtors.

Case No. 05-____ (____)
Chapter 11

**CONSOLIDATED LIST OF CREDITORS
HOLDING 40 LARGEST UNSECURED CLAIMS**

Fulbright & Jaworski, LLP 600 Congress Avenue, Suite 2400 Austin, TX 78701-2978	600 Congress Avenue Suite 2400 Austin, TX 78701-2978 Tel.: (512) 474-5201 Fax.: (512) 536-4598	Legal Fees				\$23,713.25
Davis & Davis, P.C. Arboretum Plaza 9 th Floor 9442 Capital of Texas Highway Austin, TX 78759	Arboretum Plaza 9 th Floor 9442 Capital of Texas Highway Austin, TX 78759 Tel.: (512) 343-6248 Fax.: (512) 343-0121	Legal Fees				\$21,122.68
Boyd & Greene 150 W Flagler Street #2800 Miami, FL 33130	150 W Flagler Street #2800 Miami, FL 33130 Tel.: (786) 425-1045 Fax.: (786) 425-3905	Legal Fees				\$20,448.75
Akerman Senterfitt PO Box 4906 Orlando, FL 32802	PO Box 4906 Orlando, FL 32802 Tel.: (407) 843-7860 Fax.: (407) 419-8593	Legal Fees				\$19,127.65
BDO Seidman, LLP 333 Clay Street Suite 4700 Houston, TX 77002	Mr. Carlos Ancira 333 Clay Street Suite 4700 Houston, TX 77002 Tel.: (713) 659-6551 Fax.: (713) 659-3238	Audit Fees				\$18,396.00

In re: THE BROWN SCHOOLS, INC., et al.
Debtors.

Case No. 05-____ (____)
Chapter 11

**CONSOLIDATED LIST OF CREDITORS
HOLDING 40 LARGEST UNSECURED CLAIMS**

Butler, Pappas, Weihmuller, Katz Craig 6200 Courtney Campbell Causeway, Suite 1100 Tampa, FL 33607	Mr. Rob Radle 6200 Courtney Campbell Causeway Suite 1100 Tampa, FL 33607 Tel.: (813) 281-1900 Fax.: (813) 281-0900	Legal Fees			X	\$17,488.72
Lewis Brisbois Bisgaard & Smith 221 North Figueroa Street Suite 1200 Los Angeles, CA 90012	221 North Figueroa St Suite 1200 Los Angeles, CA 90012 Tel.: (213) 250-1800 Fax.: (213) 250-7900	Legal Fees			X	\$16,679.75

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
THE BROWN SCHOOLS, INC., <u>et al.</u> ,)	Case No. 05-____ (____)
)	
Debtors.)	
_____)	

LIST OF CREDITORS

The debtor in this chapter 11 and the following entities (collectively, the “Debtors”), each filed a petition in this Court on March 25, 2005 for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1330. Contemporaneously, with the filing of their petitions, the Debtors filed a single consolidated list of creditors (the “Consolidated Creditor List”), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

- (a) Voluntary Petition of The Brown Schools Management Corporation;
- (b) Voluntary Petition of TBS Administrative Corp.;
- (c) Voluntary Petition of TBS Holdings, Inc.;
- (d) Voluntary Petition of The Brown Schools of San Juan, Inc.;
- (e) Voluntary Petition of The Brown Schools of Florida, Inc.;
- (f) Voluntary Petition of Austin TBS, Inc.;
- (g) Voluntary Petition of The Brown Schools of Puerto Rico, Inc.;
- (h) Voluntary Petition of Northwest Academy, Inc.;
- (i) Voluntary Petition of Rocky Mountain Academy, Inc.;
- (j) Voluntary Petition of CEDU Education, Inc.;
- (k) Voluntary Petition of North American Boarding Schools, Inc.;
- (l) Voluntary Petition of CEDU Business Corporation;
- (m) Voluntary Petition of CEDU School, Inc.;
- (n) Voluntary Petition of CEDU Holdings, Inc.;
- (o) Voluntary Petition of The Brown Schools Education Corporation;
- (p) Voluntary Petition of The Brown Schools Business Corp.;
- (q) Voluntary Petition of The Brown Schools Services Corporation;
- (r) Voluntary Petition of Healthcare Living Centers, Inc.;
- (s) Voluntary Petition of Healthcare Rehabilitation Center of Austin, Inc.;
- (t) Voluntary Petition of Brown Schools Behavioral Health System, Inc.;
- (u) Voluntary Petition of Travis, TBS, Inc.;
- (v) Voluntary Petition of Healthcare AHGI, Inc.;
- (w) Voluntary Petition of Elmwood Management Company, Inc.; and
- (x) Voluntary Petition of Glenwood Management Company, Inc.; (collectively, the “Debtors”).

[information provided in electronic format]

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

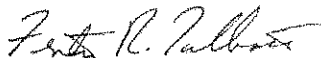
In re:) Chapter 11
THE BROWN SCHOOLS, INC., et al.) Case No. 05-_____ (____)
Debtors.)
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DECLARATION REGARDING CONSOLIDATED LIST OF CREDITORS

I, Fenton R. Talbott, President and Chief Executive Officer of THE BROWN SCHOOLS, INC., a corporation named as a debtor in these cases, declare under penalty of perjury under the laws of the United States of America that I have read the Consolidated List of Creditors submitted contemporaneously herewith and that it is true and correct to the best of my information and belief.

Dated March 23, 2005 _____

Fenton R. Talbott



President and Chief Executive Officer

THE BROWN SCHOOLS, INC.