

Holland N. O'Neil (TX 14864700)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com

**PROPOSED COUNSEL TO
DEBTORS AND DEBTORS IN
POSSESSION**

Timothy C. Mohan
(admitted *pro hac vice*)
FOLEY & LARDNER LLP
1144 15th Street, Suite 2200
Denver, CO 80202
Telephone: (720) 437-2000
Facsimile: (720) 437-2200
tmohan@foley.com

Nora J. McGuffey (TX 24121000)
Quynh-Nhu Truong (TX 24137253)
FOLEY & LARDNER LLP
1000 Louisiana Street, Suite 2000
Houston, TX 77002
Telephone: (713) 276-5500
Facsimile: (713) 276-5555
nora.mcguffey@foley.com
qtruong@foley.com

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
Higher Ground Education, Inc., <i>et al.</i> , ¹	§	Case No.: 25-80121-11 (MVL)
	§	
Debtor.	§	(Jointly Administered)

**DEBTORS' MOTION FOR ENTRY OF AN ORDER
(I) CONDITIONALLY APPROVING THE DISCLOSURE STATEMENT;
(II) SCHEDULING A COMBINED DISCLOSURE STATEMENT APPROVAL AND
PLAN CONFIRMATION HEARING; (III) ESTABLISHING A PLAN AND
DISCLOSURE STATEMENT OBJECTION DEADLINE AND RELATED
PROCEDURES; (IV) APPROVING THE SOLICITATION AND NOTICE
PROCEDURES; AND (V) GRANTING RELATED RELIEF**

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal identification number, are: Higher Ground Education Inc. (7265); Guidepost A LLC (8540); Prepared Montessorian LLC (6181); Terra Firma Services LLC (6999); Guidepost Birmingham LLC (2397); Guidepost Bradley Hills LLC (2058); Guidepost Branchburg LLC (0494); Guidepost Carmel LLC (4060); Guidepost FIC B LLC (8609); Guidepost FIC C LLC (1518); Guidepost Goodyear LLC (1363); Guidepost Las Colinas LLC (9767); Guidepost Leawood LLC (3453); Guidepost Muirfield Village LLC (1889); Guidepost Richardson LLC (7111); Guidepost South Riding LLC (2403); Guidepost St Robert LLC (5136); Guidepost The Woodlands LLC (6101); Guidepost Walled Lake LLC (9118); HGE FIC D LLC (6499); HGE FIC E LLC (0056); HGE FIC F LLC (8861); HGE FIC G LLC (5500); HGE FIC H LLC (8817); HGE FIC I LLC (1138); HGE FIC K LLC (8558); HGE FIC L LLC (2052); HGE FIC M LLC (8912); HGE FIC N LLC (6774); HGE FIC O LLC (4678); HGE FIC P LLC (1477); HGE FIC Q LLC (3122); HGE FIC R LLC (9661); LePort Emeryville LLC (7324); AltSchool II LLC (0403). The Debtors' mailing address is 1321 Upland Dr. PMB 20442, Houston, Texas 77043.



IN ACCORDANCE WITH SECTION H OF THE PROCEDURES FOR COMPLEX CASES IN THE NORTHERN DISTRICT OF TEXAS, IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXNB.USCOURTS.GOV/](https://ecf.txnb.uscourts.gov/) NO MORE THAN FOURTEEN (14) DAYS AFTER THE DATE THIS MOTION WAS FILED. IF YOU DO NOT HAVE ELECTRONIC FILING PRIVILEGES, YOU MUST FILE A WRITTEN OBJECTION THAT IS ACTUALLY RECEIVED BY THE CLERK AND FILED ON THE DOCKET NO MORE THAN FOURTEEN (14) DAYS AFTER THE DATE THIS MOTION WAS FILED. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

A HEARING WILL BE CONDUCTED ON THIS MATTER ON JULY 21, 2025, AT 9:30 AM (PREVAILING CENTRAL TIME) BEFORE THE HONORABLE MICHELLE V. LARSON, UNITED STATES BANKRUPTCY JUDGE FOR THE NORTHERN DISTRICT OF TEXAS, U.S. BANKRUPTCY COURT, 1100 COMMERCE STREET, 14TH FLOOR, COURTROOM NO. 2, DALLAS, TX 75242.

YOU MAY PARTICIPATE IN THE HEARING EITHER IN PERSON OR VIA WEBEX (BY VIDEO OR TELEPHONE VIA THE COURT'S WEBEX PLATFORM). VIDEO COMMUNICATION WILL BE BY USE OF THE CISCO WEBEX PLATFORM. CONNECT VIA THE CISCO WEBEX APPLICATION OR CLICK THE LINK ON JUDGE LARSON'S HOME PAGE. CLICK THE SETTINGS ICON IN THE UPPER RIGHT CORNER AND ENTER YOUR NAME UNDER THE PERSONAL INFORMATION SETTING.

HEARING APPEARANCES MUST BE MADE ELECTRONICALLY IN ADVANCE OF ELECTRONIC HEARINGS. TO MAKE YOUR APPEARANCE, CLICK THE "ELECTRONIC APPEARANCE" LINK ON JUDGE LARSON'S HOME PAGE. SELECT THE CASE NAME, COMPLETE THE REQUIRED FIELDS AND CLICK "SUBMIT" TO COMPLETE YOUR APPEARANCE.

Higher Ground Education, Inc. ("**HGE**") and its affiliated debtors and debtors in possession (collectively, the "**Debtors**") in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**") hereby file *Debtors' Motion for Entry of an Order (I) Conditionally Approving the Disclosure Statement; (II) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing; (III) Establishing a Plan and Disclosure Statement Objection Deadline and Related Procedures; (IV) Approving the Solicitation and Notice Procedures; and (V) Granting*

Related Relief this “**Motion**”).² In support of this Motion, the Debtors respectfully represent as follows:

I.
PRELIMINARY STATEMENT

1. The Debtors commenced these Chapter 11 Cases with the goal of effectuating a swift and value-maximizing restructuring that preserves educational continuity for thousands of families while ensuring equitable treatment of stakeholders. Higher Ground Education, Inc. and its affiliated debtors (collectively, the “**Debtors**”) have proposed a comprehensive Plan (as defined below) that provides for, among other things, the orderly wind-down of certain non-core operations, preservation of ongoing educational offerings, and the resolution of claims through a fair and efficient distribution structure.

2. To advance these objectives, the Debtors now seek entry of an order conditionally approving the Disclosure Statement, scheduling a combined hearing to consider final approval of the Disclosure Statement and confirmation of the Plan, approving solicitation and notice procedures, and establishing a confirmation timeline. This streamlined approach will reduce administrative costs, minimize the duration of these Chapter 11 Cases, and provide clarity and finality to all stakeholders.

3. The proposed solicitation and notice procedures are in full compliance with the Bankruptcy Code, the Bankruptcy Rules, and applicable local rules, and are designed to ensure that creditors and parties in interest receive adequate information and a meaningful opportunity to participate in the confirmation process. Accordingly, the Debtors respectfully submit that the relief

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the First Day Declaration (defined below).

requested herein is appropriate, necessary, and in the best interests of their estates, creditors, and all parties in interest.

II. **JURISDICTION AND VENUE**

3. The United States Bankruptcy Court for the Northern District of Texas (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b). The Debtors confirm their consent, pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), to the entry of a final order by the Court.

4. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The bases for the relief requested herein are sections 105(a), 341, 521, 1125, 1126, and 1128 of title 11 of the United States Code (the “**Bankruptcy Code**”), Bankruptcy Rules 2002, 3016, 3017, 3018, 3020, and 9006, Local Rules 2002-1, 3017-1, 3017-3, 3018-1, and 3020-1 of the Local Bankruptcy Rules of the United State Bankruptcy Court for the Northern District of Texas (the “**Local Rules**”), and section H.27 of the Procedures for Complex Cases in the Northern District of Texas (the “**Complex Case Procedures**”).

III. **BACKGROUND**

6. From their inception in 2016 through the beginning of 2025, the Debtors grew to over 150 schools (the “**Schools**”), becoming the largest owner and operator of Montessori schools in the world. The Debtors’ mission was to modernize and mainstream the Montessori education movement. In addition to owning and operating the Schools, the Debtors provided training and consulting services to Montessori schools around the world. The Debtors sought to offer an end-to-end experience that covers the entire lifecycle of a family at school, virtually, and at home, from birth through secondary education—enabled by next-gen, accredited Montessori instruction.

Information on the Debtors, their businesses, and a summary of the relief requested in this Motion can be found in the Declaration of Jonathan McCarthy in Support of First Day Motions [Docket No. 15] (the “**First Day Declaration**”), incorporated herein by reference.

7. On June 17, 2025, and June 18, 2025 (collectively, the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11. The Debtors remain in possession of their property and are managing their businesses as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. The court has not appointed a trustee, and no official committee has been established.

8. Contemporaneously herewith, the Debtors filed (i) the *Joint Plan of Reorganization of Higher Ground Education, Inc. and its Affiliated Debtors* [Docket No. 94] (as amended, supplemented, or otherwise modified from time to time, the “**Plan**”), and (ii) the *Disclosure Statement for the Joint Plan of Reorganization of Higher Ground Education, Inc. and its Affiliated Debtors* [Docket No. 97] (as amended, supplemented, or otherwise modified from time to time, the “**Disclosure Statement**”).

IV. RELIEF REQUESTED

9. The Debtors seek entry of an order (the “**Proposed Order**” or the “**Scheduling Order**”), substantially in the form attached hereto as **Exhibit A**, granting, among other things, the following relief:

- a. ***Disclosure Statement.*** Conditionally approving the Disclosure Statement.
- b. ***Combined Hearing.*** Scheduling a combined hearing (the “**Combined Hearing**”) on confirmation of the Debtors’ Plan and the adequacy of the Debtors’ Disclosure Statement.
- c. ***Solicitation Procedures.*** Approving the solicitation procedures regarding votes to accept or reject the Plan (the “**Solicitation Procedures**”), substantially in the form attached to the Proposed Order as **Exhibit 1**.

- d. **Confirmation Schedule.** Approving a schedule of proposed dates in connection with approval of the Disclosure Statement on a final basis and confirmation of the Plan (the “**Confirmation Schedule**”), including (1) a voting record date (the “**Voting Record Date**”); (2) a combined deadline and date by which Holders of Claims must vote to accept or reject the Plan and complete and return certain forms to opt-out of the Third-Party Releases set forth in the Plan (collectively, the “**Voting Deadline**”); and (3) a deadline and date by which objections to the adequacy of the Disclosure Statement and confirmation of the Plan must be filed (the “**Objection Deadline**”).
- e. **Combined Notice.** Approving the form and manner of the combined notice of the Combined Hearing, the deadline to cast votes to accept or reject the Plan, and the notice of objection and opt-out rights (the “**Combined Notice**”), substantially in the form attached to the Proposed Order as **Exhibit 2**.
- f. **Publication Notice.** Approving the form and manner of notice of publication of the Combined Hearing substantially in the form attached to the Scheduling Order as **Exhibit 3** (the “**Publication Notice**”).
- g. **Solicitation Packages.** Approving the materials sent to parties entitled to vote on the Plan, each of which provides the opportunity to opt out of the consensual Third-Party Releases (the “**Opt-Out Form**”) set forth in the Plan (each a “**Ballot**” and collectively, the “**Ballots**”),³ substantially in the form attached to the Proposed Order as **Exhibit 4**.
- h. **Non-Voting Status Package.** Approving the form of non-voting package (the “**Notice of Non-Voting Status Package**”), consisting of the Combined Notice and the form of notice sent to parties not entitled to vote on the Plan (each, a “**Notice of Non-Voting Status**”) that includes the Opt-Out Form, substantially in the form attached to the Proposed Order as **Exhibit 5**.
- i. **Notice Period.** Allowing the notice period for the Disclosure Statement and the Combined Hearing to run simultaneously.
- j. **Other Relief.** Granting the Debtors authority to make non-substantive modifications to the Disclosure Statement, the Plan, the Solicitation Packages, the Notice of Non-Voting Status, the Combined Notice, the Opt-Out Form, the Ballots, and any related documents without further order of the Court, and granting related relief.

³ The form of Ballot attached to the Proposed Order as **Exhibit 4** will be conformed for each Voting Class upon the Court’s approval of the form of Ballot and prior to the Debtors commencing solicitation.

10. In connection with the foregoing, and subject to the Court's availability, the Debtors request that the Court approve the following proposed Confirmation Schedule:

Event	Date
Conditional Approval Hearing	July 21, 2025, at 9:30 a.m. (prevailing Central Time)
Voting Record Date⁴	July 22, 2025
Publication Deadline	On or before the date that is three (3) Business Days after entry of the Scheduling Order, or as soon as reasonably practicable thereafter.
Commence Solicitation⁵	No later than July 25, 2025
Plan Supplement Deadline	No later than August 22, 2025
Voting Deadline	August 25, 2025, at 5:00 p.m. (prevailing Central Time)
Objection Deadline	August 25, 2025, at 5:00 p.m. (prevailing Central Time)
Deadline to File Briefs in Support of Approval of Disclosure Statement and Confirmation of Plan	August 29, 2025
Combined Hearing	September 3, 2025, at 9:30 a.m. (prevailing Central Time)

⁴ The “**Voting Record Date**” is the date as of which a Holder of record entitled to vote on the Plan must have held such Claim or Interest to cast a vote to accept or reject the Plan.

⁵ For the avoidance of doubt, the Debtors and the Claims and Noticing Agent will distribute Solicitation Packages as soon as reasonably practicable following receipt of any valid and timely filed Proof of Claim that is filed after the Voting Record Date but before the Bar Date.

11. For further reference of the Court and parties in interest, the Debtors provide below a list of the various exhibits cited throughout this Motion:

Document	Exhibit
Proposed Order	Exhibit A to the Motion
Solicitation Procedures	Exhibit 1 to the Proposed Order
Combined Notice	Exhibit 2 to the Proposed Order
Publication Notice	Exhibit 3 to the Proposed Order
Ballot and Opt-Out Form	Exhibit 4 to the Proposed Order
Notice of Non-Voting Status and Opt-Out Form	Exhibit 5 to the Proposed Order

V.
PLAN SUMMARY

12. The Plan will be funded by the Plan Sponsor, who upon the Effective Date will wire [amount] as the Plan Consideration. Overall, the Plan is designed to facilitate the swift wind-down of certain Schools while also providing a value maximizing mechanism to pay the Debtors' creditors. While the Plan and Disclosure Statement describe the treatment of Holders of Claims against and Interests in further detail, the following chart summarizes the classes of Claims and Interests, their status, and voting rights.

Class	Claims and Interests	Status	Voting Rights
Class 1:	Bridge CN-3 Secured Lender Claim	Impaired	Entitled to Vote
Class 2:	WTI Secured Lender Claim	Impaired	Entitled to Vote
Class 3	CN Note Claims	Impaired	Entitled to Vote
Class 4:	Other Secured Claims	Unimpaired	Deemed to Accept; Not Entitled to Vote
Class 5:	Non-Tax Priority Claims	Unimpaired	Deemed to Accept; Not Entitled to Vote
Class 6:	General Unsecured Claims	Impaired	Entitled to Vote

Class	Claims and Interests	Status	Voting Rights
Class 7:	Intercompany Claims	Impaired	Deemed to Reject; Not Entitled to Vote
Class 8:	Equity	Impaired	Deemed to Reject; Not Entitled to Vote
Class 9:	Subsidiary Equity Interests	Unimpaired	Deemed to Accept; Not Entitled to Vote

VI.
SOLICITATION PROCEDURES

A. Notice Provided to Voting Classes

13. The Debtors intend to commence solicitation of votes on the Plan on or before **July 25, 2025** (the “**Solicitation Commencement Date**”). The Debtors will also use **July 22, 2025**, as the Voting Record Date for the purpose of determining, initially, which Holders of Filed or scheduled Claims in Class 1, Class 2, Class 3, and Class 6 (each a “**Voting Class**” and collectively, the “**Voting Classes**”) are entitled to receive a Solicitation Package (as defined below).

14. On the Solicitation Commencement Date, the Debtors’ claims and noticing agent, Kurtzman Carson Consultants, LLC d/b/a Verita Global (“**Verita**” or the “**Claims and Noticing Agent**”), will mail, or cause to be delivered, to the Voting Classes voting packages, including the following materials (the “**Solicitation Package**”):

- a. the Disclosure Statement (including the Plan and all other exhibits thereto);
- b. a copy of the Solicitation Order with the attached Solicitation Procedures;
- c. the Combined Notice;
- d. a conformed and appropriate Ballot, which includes the Opt-Out Form; and
- e. any additional documents that the Court has ordered to be made available.

15. The Debtors intend to commence solicitation according to the Solicitation Procedures set forth in **Exhibit 1** to the Proposed Order. Holders of Claims that receive a Solicitation Package will be directed to follow the instructions contained in the Ballot to complete

and submit their Ballot to cast a vote to accept or reject the Plan and to exercise or not exercise the right to complete and return the Opt-Out Form. The Disclosure Statement and Ballot expressly provide that each such Holder needs to submit their Ballot so that it is ***actually received*** by the Claims and Noticing Agent on or before the Voting Deadline to be counted. The Debtors, with the assistance of the Claims and Noticing Agent, will complete a final tabulation of the Ballots and, contemporaneously therewith, will submit a final voting report following the expiration of the Voting Deadline. The Debtors' procedures and standard assumptions for tabulating Ballots include the following criteria:

- a. ***Votes Not Counted.*** The Debtors shall not count any Ballots that are (i) illegible or contain insufficient information to permit the identification of the Holder; (ii) received by the Claims and Noticing Agent after the Voting Deadline, unless the Debtors determine otherwise or as otherwise permitted by the Court; (iii) unsigned; (iv) marked to partially reject and partially accept the Plan within a particular Voting Class; (v) not marked to accept or reject the Plan in a particular Voting Class or are marked both to accept and reject the Plan in a particular Voting Class; (vi) superseded by a later, timely submitted Ballot; or (vii) improperly submitted.
- b. ***No Vote Splitting.*** Holders are required to vote all of their Claims in a particular Voting Class to either accept or reject the Plan and are not permitted to split any votes in a particular Voting Class.

16. To reduce costs and the impact on the environment, the Debtors propose to send the Disclosure Statement, Plan, and Solicitation Order (without attachments, except the Solicitation Procedures) in electronic format (on a USB flash drive) instead of printed hard copies. Only the Ballots and the Combined Hearing Notice, and such other materials as the Court may ordered included with the Solicitation Packages, will be provided in paper format. Moreover, the Plan and the Disclosure Statement will be available at no charge through the Debtors' restructuring website maintained by the Claims and Noticing Agent at www.veritaglobal.net/HigherGround. However, the Debtors propose that if online access or service by USB flash drive imposes a hardship for any party entitled to receive a copy of the Plan and the Disclosure Statement (e.g., the

party does not own or have access to a computer or the internet), such party may request a paper copy of the Plan, Disclosure Statement, and Solicitation Order (without attachments, except the Solicitation Procedures) by contacting the Claims and Noting Agent by: (a) calling (888) 733-1431 (U.S./Canada) (toll-free), +1 (310) 751-2632 (International), (b) writing to Higher Ground Education, Inc., et al. Ballot Processing, c/o KCC dba Verita, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245 (if by first-class mail, hand delivery or overnight mail), or (c) submitting an inquiry to www.veritaglobal.net/HigherGround/Inquiry (with “HGE Solicitation Inquiry” in the subject line). Upon receipt of such request, the Debtors will provide such party with a paper copy of the Plan and the Disclosure Statement free of charge.

B. Notice Provided to Non-Voting Classes

17. On the Solicitation Commencement Date, the Claims and Noticing Agent will also mail, or cause to be delivered, to Holders of Filed or scheduled Claims or Interests in Class 4, Class 5, Class 8, and Class 9 (each a “**Non-Voting Class**” and collectively, the “**Non-Voting Classes**”) the Notice of Non-Voting Status Packages, including:

- a. the Notice of Non-Voting Status, which includes the Opt-Out Form; and
- b. the Combined Notice.

18. The Debtors request a waiver of any requirement to serve the Notice of Non-Voting Status and the Opt-Out Form on Holders of Intercompany Claims (Class 7) since such Claims are held by the Debtors.

19. Holders of Claims and Interests in the Non-Voting Classes are either (i) Unimpaired and thus conclusively presumed to accept the Plan or (ii) Impaired under section 1126(g) of the Bankruptcy Code and thus conclusively presumed to reject the Plan, and such Holders will receive the Notice of Non-Voting Status Package, including the items outlined above. The Notice of Non-Voting Status Package will (a) inform recipients of their status as Holders or potential Holders of

Claims or Interests in the Non-Voting Classes; (b) provide the full text of the releases, exculpation, and injunction provisions set forth in the Plan; (c) include the Opt-Out Form, by which Holders may elect to opt out of the Third-Party Releases included in the Plan by filling out and returning the Opt-Out Form and checking a prominently featured and clearly labeled box; and (d) provide the Voting Deadline on or before which all Opt-Out Forms must be received by the Claims and Noticing Agent.

20. Finally, the Debtors intend to publish a copy of the Publication Notice in the *Wall Street Journal*, *New York Times*, or a similar national publication on or before the date that is two (2) Business Days after entry of the Scheduling Order, or as soon as reasonably practicable thereafter. A copy of the proposed Publication Notice attached to the Scheduling Order as **Exhibit 3**. The Publication Notice will provide all potential parties in interest (including unknown creditors) with notice of the Debtors' Chapter 11 Cases, a summary of the Plan, information regarding key dates, including the Combined Hearing, Objection Deadline, and Opt-Out Deadline, the proposed treatments of Claims and Interests under the Plan, and certain other important related matters. In addition, the Publication Notice will be made available on the Debtors' restructuring website maintained by the Voting Agent at www.veritaglobal.net/HigherGround. The Debtors believe that causing the Publication Notice on the Debtors' restructuring website will provide sufficient notice of the approval of the Combined Hearing and relevant deadlines to entities who will not otherwise receive notice by mail as provided herein.

C. Waiver for Returned or Undeliverable Mailings

21. The Debtors anticipate that some of the Solicitation Packages and Notice of Non-Voting Status Packages (collectively, the "**Packages**") may be returned as undeliverable, and the Debtors submit that it would be costly and wasteful for the Debtors to mail the Packages to the same addresses from which mail previously was returned as undeliverable. Therefore, the Debtors

request that the Court waive the notice rule and excuse the Debtors from mailing the Packages to addresses from which the Debtors received mailings returned as undeliverable, unless the Debtors are provided with a new mailing address sufficiently in advance of the Voting Deadline. To that end, the Debtors seek the waiver of any obligation for the Debtors or the Claims and Noticing Agent to conduct any additional research for updated addresses based on undeliverable solicitation materials (including undeliverable Ballots), and for purposes of serving the Packages, the Debtors are authorized to rely on the address information for Voting Classes and Non-Voting Classes as compiled, updated, and maintained by the Claims and Noticing Agent as of the Voting Record Date. The Debtors reserve the right to make any exception to any of the foregoing assumptions and criteria and to supplement such foregoing assumptions and criteria, as necessary, in the Solicitation Procedures.

VII.
BASIS FOR RELIEF REQUESTED

A. Scheduling the Combined Hearing and setting the Objection Deadline is warranted and appropriate and should be approved.

22. Bankruptcy Rule 3017(a) provides that “the court shall hold a hearing on at least 28 days’ notice to the debtor, creditors, equity security holders and other parties in interest . . . to consider the disclosure statement and any objections or modifications thereto.” *See* Fed. R. Bankr. P. 3017(a). Section 1128(a) of the Bankruptcy Code provides that “[a]fter notice, the court shall hold a hearing on confirmation of a plan.” *See* 11 U.S.C. § 1128(a).

23. The Court may combine the hearing on the adequacy of the Disclosure Statement and the hearing to confirm the Plan. *See* 11 U.S.C. § 105(d)(2)(B)(vi) (authorizing the Court to combine a hearing on approval of a disclosure statement with the confirmation hearing). In addition, Local Rule 3017-3(b) and section H of the Complex Case Procedures allow the Court to

combine the hearing on the adequacy of the Disclosure Statement and the hearing to confirm the Plan.

24. Similarly, Bankruptcy Rule 2002(b) provides that notice shall be given to “the debtor, the trustee, all creditors and indenture trustees [of] not less than 28 days . . . by mail of the time fixed . . . for filing objections and the hearing to consider approval of a disclosure statement or, under § 1125(f), to make a final determination whether the plan provides adequate information so that a separate disclosure statement is not necessary.” Fed. R. Bankr. P. 2002(b). Under Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court.” Fed. R. Bankr. P. 3020(b)(1).

25. Here, the Debtors submit that a Combined Hearing would promote judicial economy and the expedient reorganization of the Debtors. The proposed Combined Hearing date also provides more than sufficient time for the Debtors to provide parties with at least 28 days’ notice of the combined hearing on the adequacy of the Disclosure Statement and confirmation of the Plan, as required by Bankruptcy Rule 3017(a). Moreover, as detailed herein, the Debtors will provide such notice of the Combined Hearing date in compliance with Bankruptcy Rules 2002 and 3017(a) and section 1128(a) of the Bankruptcy Code. And importantly, the Combined Hearing on the Disclosure Statement and Plan will reduce the time the Debtors remain in bankruptcy, thereby cutting the costs of administering and funding these Chapter 11 Cases. Accordingly, the Debtors request that the Court schedule the Combined Hearing on **September 3, 2025, at 9:30 a.m. (prevailing Central Time)**, during which the Court will consider final approval of the adequacy of the Disclosure Statement and confirmation of the Plan.

26. The Debtors further request that the Court schedule the Objection Deadline at **August 25, 2025, at 5:00 p.m. (prevailing Central Time)**, and require that objections to the

Disclosure Statement or confirmation of the Plan must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest beneficially owned by such entity; (d) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Plan that would resolve such objections; and (e) be filed with the Court with proof of service thereof and served so as actually to be received on or before the Objection Deadline upon the Debtors and those parties who have filed a notice of appearance in these Chapter 11 Cases.

27. For each of the reasons set forth below, setting the Objection Deadline as requested and requiring that objecting parties satisfy the above-mentioned conditions is warranted and appropriate. And the Debtors submit that the relief requested complies with the Bankruptcy Code, Bankruptcy Rules, Local Rules, and the Complex Case Procedures.

28. *First*, the proposed Objection Deadline of **August 25, 2025, at 5:00 p.m. (prevailing Central Time)** is thirty (30) days following the Solicitation Commencement Date and service of the Combined Notice, which is in excess of the time periods required by the Bankruptcy Code, Bankruptcy Rules, and Local Rules. Indeed, the Debtors' proposed schedule will provide parties with at least 28 days' notice of the Objection Deadline, in accordance with Bankruptcy Rule 2002(b)(1) and Local Rule 3017-1(a). The requested relief will also afford the Court, the Debtors, and other parties in interest sufficient time to make, consider, and respond to objections prior to the Combined Hearing. And Holders of Claims entitled to vote on the Plan will have received notice of the Plan and Combined Hearing at least 28 days prior to the Objection Deadline through the Solicitation Procedures.

29. *Second*, the Debtors have planned for a robust notice and solicitation process, with the Voting Classes being provided a copy of the Solicitation Package at least twenty-eight (28) days prior to the Voting Deadline and all Non-Voting Classes likewise being provided a copy of the Notice of Non-Voting Status Package at least twenty-eight (28) days prior to the Voting Deadline. The Debtors believe such notice satisfies the Bankruptcy Rules and Local Rules and is appropriate under the facts and circumstances of this case. Accordingly, the Court should enter the Proposed Order scheduling the Combined Hearing and Objection Deadline as set forth herein.

B. The Solicitation Procedures satisfy the Bankruptcy Code, Bankruptcy Rules, and Local Rules and should be approved.

30. Bankruptcy Rule 3017(d) sets forth the materials that must be provided to holders of claims or interests for the purpose of soliciting their votes to accept or reject a plan of reorganization. *See* Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3017(e) provides that “the court shall consider the procedures for transmitting the documents and information required by [Bankruptcy Rule 3017(d)] to beneficial holders of stock, bonds, debentures, notes, and other securities, determine the adequacy of the procedures, and enter any orders the court deems appropriate.” *See* Fed. R. Bankr. P. 3017(e). As set forth herein, the proposed Solicitation Procedures comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, and the Debtors seek approval of the Solicitation Procedures, the Solicitation Packages, the Notice of Non-Voting Status Package, and the related solicitation materials, including the Ballot, Opt-Out Form, and the procedures used for tabulations of votes to accept or reject the Plan.

(1) Voting Record Date

31. Rule 3017(d) provides that, for the purposes of soliciting votes in connection with the confirmation of a plan, “creditors and equity security holders shall include holders of stocks, bonds, debentures, notes, and other securities of record on the date the order approving the

disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision providing that the court may set a record date for voting purposes after notice and a hearing. Fed. R. Bankr. P. 3018(a). Here, the Debtors request that the Court exercise its authority under Bankruptcy Rules 3017(d) and 3018(a) to establish **July 22, 2025**, as the Voting Record Date.

(2) Voting Deadline

32. In connection with the approval of a disclosure statement, Bankruptcy Rule 3017 requires the establishment of a deadline for the submission of votes on the plan. *See* Fed. R. Bankr. P. 3017(c) (“On or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan[.]”). The Debtors request that the Court exercise its authority under Bankruptcy Rule 3017(c) to require that all Holders of Claims in the Voting Classes and Non-Voting Classes complete, execute, and return their Ballots, and as applicable, Opt-Out Forms, so that they are actually received by the Claims and Noticing Agent on or before the Voting Deadline.

33. The Debtors intend for the Solicitation Commencement Date to be **July 25, 2025**. The Debtors also anticipate soliciting each of the Voting Classes and Non-Voting Classes by electronic mail or overnight delivery, as applicable. Assuming a Voting Deadline of **August 25, 2025, at 5:00 p.m. (prevailing Central Time)**, this timeline will provide Holders of Claims in each of the Voting Classes and Non-Voting Classes with at least twenty-eight (28) days to review the materials and determine whether to vote to accept or reject the Plan and make a decision with respect to the Plan’s Third-Party Releases, which is in excess of the time periods required by the Bankruptcy Code, Bankruptcy Rules, and Local Rules. For these reasons, the Debtors believe that the overall solicitation period and deadlines contemplated in the Plan are

sufficient and appropriate for Holders of Claims entitled to make an informed decision and vote accordingly.

(3) The Ballot

34. Bankruptcy Rule 3017(d) requires the Debtors to transmit a form of ballot, which substantially conforms to Official Form 314, only to “creditors and equity security holders entitled to vote on the plan.” *See* Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(c) provides that “[a]n acceptance or rejection shall be in writing, identify the plan or plans accepted or rejected, be signed by the creditor or equity security holder or an authorized agent, and conform to the appropriate Official Form.” *See* Fed. R. Bankr. P. 3018(c).

35. The Debtors, through their Claims and Noticing Agent, intend to transmit conforming Ballots attached to the Proposed Order as **Exhibit 4** to the Holders of Claims in the Voting Classes. The forms of Ballots to be used are based on Official Form 314 and have been modified, as applicable, to address the particular circumstances of these Chapter 11 Cases, including through the conspicuous reproduction of the release, exculpation, and injunction provisions contained in the Plan. The Ballots also include the Opt-Out Form, which will provide the Voting Classes with an opportunity to opt out of the consensual Third-Party Releases set forth in the Plan. The Debtors submit that the form of Ballot is appropriately tailored to the Chapter 11 Cases and should be approved.

(4) The Opt-Out Form

36. As further set forth herein, Holders of Claims in the Voting Classes will be transmitted a copy of the Opt-Out Form, which is included in the Ballot, attached hereto as **Exhibit 4**, as part of the Solicitation Package. Likewise, Holders of Claims or Interests in the Non-Voting Classes will be transmitted a copy of the Opt-Out Form as part of the Notice of Non-Voting Status, attached hereto as **Exhibit 5**, included with the Non-Voting Status Package. The Opt-Out

Form has been created to address the particular circumstances of these Chapter 11 Cases to include certain information that the Debtors believe to be relevant and appropriate for the Voting Classes and Non-Voting Classes to consider when deciding whether to opt-out of the Third-Party Releases provided for in the Plan. Accordingly, the Debtors submit that the Opt-Out Form should be approved.

(5) Vote Tabulation

37. The Debtors intend to use standard tabulation procedures in tabulating votes, which are set out more fully in the Solicitation Procedures attached to the Proposed Order as **Exhibit 1**. These procedures are consistent with sections 1126(c) of the Bankruptcy Code and Bankruptcy Rule 3018(a) and consistent with those previously approved in this district. *See* 11 U.S.C. § 1125(c); Fed. R. Bankr. P. 3018(a). Accordingly, the Debtors submit that the Solicitation Procedures should be approved.

C. The Form and Manner of Notice are Appropriate and Should be Approved.

(1) The Combined Notice

38. The Debtors request approval of the Combined Notice, substantially in the form of **Exhibit 2** attached to the Proposed Order. In accordance with Bankruptcy Rules 2002 and 3017(d), the Combined Notice will include the following: (i) instructions as to how to view or obtain copies of the Disclosure Statement (including the Plan and the other exhibits thereto) and the order approving this Motion from both the Debtors' Claims and Noticing Agent and the Debtors' case website managed by the Claims and Noticing Agent and/or the Court's website via PACER; (ii) information regarding the Opt-Out Form, including notice of the Voting Deadline to submit same; (iii) notice of the Voting Deadline; (iv) notice of the Objection Deadline and the procedures for objecting to the Disclosure Statement and the Plan; and (v) notice of the date of the Combined Hearing and information related thereto. The Combined Notice will be served upon the Complex

Service List and all Holders of Claims and Interests of record, which service will occur on the Solicitation Commencement Date following the Court's approval of the Combined Notice.

(2) Notice of Non-Voting Status

39. The Debtors also request approval of the form of the Notice of Non-Voting Status, including the Opt-Out Form attached thereto, substantially in the form attached as **Exhibit 5** to the Proposed Order. The Notice of Non-Voting Status and the Opt-Out Form included therewith will: (a) inform recipients of their status as Holders or potential Holders of Claims or Interests in the Non-Voting Classes; (b) provide the full text of the releases, exculpation, and injunction provisions set forth in the Plan; and (c) include the Opt-Out Form by which Holders can elect to opt out of the Third-Party Releases included in the Plan by filling out and checking a prominently featured and clearly labeled box on their applicable Opt-Out Form. The Opt-Out Form, including as attached to the Notice of Non-Voting Status, if applicable, will be served upon Holders of Claims and Interests that are (a) Unimpaired and thus conclusively presumed to accept the Plan pursuant to section 1126(f) of the Bankruptcy Code or (b) Impaired and conclusively presumed to reject the Plan pursuant section 1126(g) of the Bankruptcy Code, as of the Voting Record Date.

40. The Debtors will serve such Non-Voting Classes as soon as possible after the Court's approval of the Notice of Non-Voting Status and Opt-Out Form, with service expected to commence on the Solicitation Commencement Date. As clearly set forth therein, the Opt-Out Forms must be completed and returned to the Claims and Noticing Agent no later than the Voting Deadline. The Debtors respectfully submit that such timeframe allows Holders in the Non-Voting Classes adequate time to consider the Plan and Disclosure Statement and opt out of the releases thereunder before the Voting Deadline, should they choose to do so, and, therefore, should be approved.

D. Waiver of Certain Mailings is Appropriate and Should be Approved.

41. The Debtors request that the Court waive the requirement that they mail, or cause to be delivered, a copy of the Solicitation Package to Holders of Claims and Interests presumed to accept or reject the Plan. *See* Fed. R. Bankr. P. 3017(d) (requiring transmission of a court-approved disclosure statement to, *inter alia*, classes of unimpaired creditors and equity security holders unless the court orders otherwise).

42. The Debtors additionally request that the Court waive the requirement under Bankruptcy Rule 2002(b) that notice be provided by mail, (a) allowing the Debtors to send the Disclosure Statement, Plan, and Scheduling Order (without attachments, except the Solicitation Procedures) in electronic format (on a USB flash drive) instead of printed hard copies; and/or (b) allowing the Debtors to instead serve parties for whom they have a valid and confirmed e-mail address in an electronic manner. The Debtors propose that only the Ballots and the Combined Hearing Notice, and such other materials as the Court may ordered included with the Solicitation Packages, should be provided in paper format unless a party makes a specific request to the Claims and Noticing Agent. Moreover, any party that receives materials in electronic format, but would prefer to receive materials in paper format, may contact the Claims and Noticing Agent and request paper copies of the corresponding materials received in electronic format (to be provided at the Debtors' expense as soon as practical following such request).

43. Waiver of these requirements will save the Debtors significant administrative costs, as it will significantly reduce the time and expenses of the Claims and Noticing Agent in preparing and mailing Solicitation Packages and will eliminate the need for costly postage fees where valid and confirmed electronic service is possible. The Debtors will also make the Plan, the Disclosure Statement, and the Solicitation Package (excluding the Ballots) available at no cost on their case

website: www.veritaglobal.net/HigherGround. Thus, each of the requirements of Bankruptcy Rule 3017(d) and 2002(b) should be waived.

E. The Disclosure Statement Should be Conditionally Approved and Approved on a Final Basis at the Combined Hearing.

44. The Debtors seek conditional approval of the Disclosure Statement, and such relief is consistent with Local Rule 3017-3 and Section H of the Complex Case Procedures, which provides that the Court may consider motions seeking conditional approval of a disclosure statement. This Motion and the Proposed Order comply with the requirements of the Complex Case Procedures, Local Rules, and the other requirements of the Bankruptcy Rules. The Debtors will request that, at the Combined Hearing, the Court find that the Disclosure Statement contains “adequate information” as defined in section 1125(a) of the Bankruptcy Code.

45. Pursuant to section 1125 of the Bankruptcy Code, the solicitation of votes on a plan from holders of claims and equity interests entitled to vote on the plan may not commence until a court-approved disclosure statement has been transmitted to such holders. *See* 11 U.S.C. § 1125(b); *see also* Fed. R. Bankr. P. 3017(a)-(b). The standard for approval of such a disclosure statement is whether the disclosure statement contains “adequate information.” *See* 11 U.S.C. § 1125(b).

46. What constitutes “adequate information” is based on the facts and circumstances of each case, but the focus is on whether sufficient information is provided to enable parties to vote in an informed way. *See* 11 U.S.C. § 1125(a)(1); *see also* *In re Cajun Elec. Power Coop., Inc.*, 150 F.3d 503, 518 (5th Cir. 1998) (stating that courts are vested with the discretion to determine whether a disclosure statement contains “adequate information” within the meaning of section 1125(a) of the Bankruptcy Code). Accordingly, the determination of whether a disclosure statement contains adequate information must be made on a case-by-case basis, focusing on the unique facts and circumstances of each case. *See Tex. Extrusion Corp. v. Lockheed Corp. (In re*

Tex. Extrusion Corp.), 844 F.2d 1142, 1157 (5th Cir. 1988) (“The determination of what is adequate information is subjective and made on a case by case basis. This determination is largely within the discretion of the bankruptcy court.”).

47. Here, the Debtors submit that the standard set forth in section 1125 is easily met. For example, the Disclosure Statement contains descriptions and summaries of, among other things: (a) the Debtors’ history and business operations; (b) the prepetition capital structure; (c) the Debtors’ prepetition efforts to avoid commencing the Chapter 11 Cases; (d) certain events and relevant negotiations preceding the commencement of these Chapter 11 Cases; (e) the key terms of the Plan, and other means for implementation; (f) risk factors affecting consummation of the Plan; (g) a liquidation analysis setting forth the estimated recovery that Holders of Claims and Interests would receive in a hypothetical chapter 7 case; and (h) federal tax law consequences of the Plan. Accordingly, the Debtors submit that the Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code and should be approved.

48. Local Rule 3017-3 and Section H of the Complex Case Procedures permit a plan proponent to move for conditional approval of a disclosure statement and a combined hearing to consider final approval of the disclosure statement and confirmation of the plan. Conditional approval of the Disclosure Statement and proceeding with the Combined Hearing on an expedited timeline are warranted under the circumstances of these Chapter 11 Cases to ensure an efficient emergence from chapter 11. Accordingly, the Court should conditionally approve the Disclosure Statement and finally approve the Disclosure Statement as containing adequate information under section 1125 of the Bankruptcy Code at the Combined Hearing.

VIII.
NON-SUBSTANTIVE MODIFICATIONS

49. Once the Disclosure Statement is conditionally approved, the Debtors request authorization to make either non-substantive or non-detrimental changes to the Disclosure Statement, the Plan, the Solicitation Packages, the Notice of Non-Voting Status Packages, the Combined Notice, the Ballots, and any related documents without further order of the Court.

IX.
NOTICE

50. The Debtors will provide notice of this Motion (a) the Office of the United States Trustee for the Northern District of Texas; (b) the United States Attorney's Officer for the Northern District of Texas; (c) the state attorney generals for all states in which the Debtors conduct or have recently conducted business; (d) the Internal Revenue Service, (e) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (f) Cozen O'Connor, as counsel to the Senior DIP Lender and Plan Sponsor; (g) Kane Russell Coleman Logan PC, as counsel to the Junior DIP Lender; and (h) all parties in interest who have formally appeared and requested notice pursuant to Bankruptcy Rule 2002. The Debtors respectfully submit that no further notice of this Motion is required.

51. The pleadings in these Chapter 11 Cases and supporting papers are available on the Debtors' website at www.veritaglobal.net/HigherGround or on the Bankruptcy Court's website at <https://ecf.txnb.uscourts.gov/>. You can request any pleading you need from (i) the proposed noticing agent at: HigherGroundInfo@veritaglobal.com, (888) 733-1431 (U.S./Canada) (toll-free), +1 (310) 751-2632 (International), or (ii) proposed counsel for the Debtors at: Foley & Lardner LLP, 1144 15th Street, Suite 2200, Denver, CO 80202, Attn: Tim Mohan (tmohan@foley.com) and Foley & Lardner LLP, 1000 Louisiana Street, Suite 2000, Houston,

Texas 77002, Attn: Nora McGuffey (nora.mcguddy@foley.com) and Quynh-Nhu Truong (qtruong@foley.com).

WHEREFORE, the Debtors request that this Court enter the Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as this Court may deem just and proper.

DATED: June 27, 2025

Respectfully submitted by:

/s/ Holland N. O'Neil
Holland N. O'Neil (TX 14864700)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com

-and-

Timothy C. Mohan (admitted *pro hac vice*)
FOLEY & LARDNER LLP
1144 15th Street, Ste. 2200
Denver, CO 80202
Telephone: (720) 437-2000
Facsimile: (720) 437-2200
tmohan@foley.com

-and-

Nora J. McGuffey (TX 24121000)
Quynh-Nhu Truong (TX 24137253)
FOLEY & LARDNER LLP
1000 Louisiana Street, Suite 2000
Houston, TX 77002
Telephone: (713) 276-5500
Facsimile: (713) 276-5555
nora.mcguddy@foley.com
qtruong@foley.com

**PROPOSED COUNSEL TO DEBTORS
AND DEBTORS IN POSSESSION**

CERTIFICATE OF SERVICE

I hereby certify that on June 27, 2025, a true and correct copy of the foregoing document was served electronically by the Court's PACER system.

/s/ Nora J. McGuffey

Nora J. McGuffey

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
Higher Ground Education, Inc., <i>et al.</i> , ¹	§	
	§	Case No.: 25-80121-11 (MVL)
Debtor.	§	
	§	(Jointly Administered)

**ORDER (I) CONDITIONALLY APPROVING THE DISCLOSURE STATEMENT;
(II) SCHEDULING A COMBINED DISCLOSURE STATEMENT APPROVAL
AND PLAN CONFIRMATION HEARING; (III) ESTABLISHING A PLAN AND
DISCLOSURE STATEMENT OBJECTION DEADLINE AND RELATED
PROCEDURES; (IV) APPROVING THE SOLICITATION AND NOTICE
PROCEDURES; AND (V) GRANTING RELATED RELIEF**

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal identification number, are: Higher Ground Education Inc. (7265); Guidepost A LLC (8540); Prepared Montessorian LLC (6181); Terra Firma Services LLC (6999); Guidepost Birmingham LLC (2397); Guidepost Bradley Hills LLC (2058); Guidepost Branchburg LLC (0494); Guidepost Carmel LLC (4060); Guidepost FIC B LLC (8609); Guidepost FIC C LLC (1518); Guidepost Goodyear LLC (1363); Guidepost Las Colinas LLC (9767); Guidepost Leawood LLC (3453); Guidepost Muirfield Village LLC (1889); Guidepost Richardson LLC (7111); Guidepost South Riding LLC (2403); Guidepost St Robert LLC (5136); Guidepost The Woodlands LLC (6101); Guidepost Walled Lake LLC (9118); HGE FIC D LLC (6499); HGE FIC E LLC (0056); HGE FIC F LLC (8861); HGE FIC G LLC (5500); HGE FIC H LLC (8817); HGE FIC I LLC (1138); HGE FIC K LLC (8558); HGE FIC L LLC (2052); HGE FIC M LLC (8912); HGE FIC N LLC (6774); HGE FIC O LLC (4678); HGE FIC P LLC (1477); HGE FIC Q LLC (3122); HGE FIC R LLC (9661); LePort Emeryville LLC (7324); AltSchool II LLC (0403). The Debtors' mailing address is 1321 Upland Dr. PMB 20442, Houston, Texas 77043.

Upon consideration of the motion (the “**Motion**”)² of Higher Ground Education, Inc. (“**HGE**”) and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) for entry of an order (a) conditionally approving the Disclosure Statement; (b) scheduling a combined Disclosure Statement approval and Plan confirmation hearing; (c) establishing the Plan Objection Deadline and related procedures; (d) approving the Solicitation Procedures; (e) approving the Combined Notice; and (f) granting related relief, as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. § 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that it may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and the Court having reviewed the Motion, and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion and the record of any hearing on the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and good cause appearing therefor, **IT IS HEREBY ORDERED THAT:**

1. The Motion is granted as set forth herein.
2. The Confirmation Schedule is approved (subject to modification as necessary) as follows:

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

Event	Date
Conditional Approval Hearing	July 21, 2025, at 9:30 a.m. (prevailing Central Time)
Voting Record Date³	July 22, 2025
Publication Deadline	On or before the date that is three (3) Business Days after entry of the Scheduling Order, or as soon as reasonably practicable thereafter.
Commence Solicitation⁴	No later than July 25, 2025
Plan Supplement Deadline	No later than August 22, 2025
Voting Deadline	August 25, 2025, at 5:00 p.m. (prevailing Central Time)
Objection Deadline	August 25, 2025, at 5:00 p.m. (prevailing Central Time)
Deadline to File Briefs in Support of Approval of Disclosure Statement and Confirmation of Plan	August 29, 2025
Combined Hearing	September 3, 2025, at 9:30 a.m. (prevailing Central Time)

3. The Disclosure Statement is approved on a conditional basis as containing adequate information within the meaning of section 1125 of the Bankruptcy Code, and the Debtors are authorized to distribute the Solicitation Package in order to solicit votes from Holders of Claims in the Voting Classes. Any objections to the adequacy of the information contained in the Disclosure Statement Supplement are reserved for consideration at the Combined Hearing.

4. The Combined Hearing, at which the Court will consider, among other things, final approval of the adequacy of the Disclosure Statement and confirmation of the Plan, shall be held on **September 3, 2025, at 9:30 a.m. (prevailing Central Time)**, subject to Court availability.

³ The “**Voting Record Date**” is the date as of which a Holder of record entitled to vote on the Plan must have held such Claim or Interest to cast a vote to accept or reject the Plan.

⁴ For the avoidance of doubt, the Debtors and the Claims and Noticing Agent will distribute Solicitation Packages as soon as reasonably practicable following receipt of any valid and timely filed Proof of Claim that is filed after the Voting Record Date but before the Bar Date.

5. Any objections to the adequacy of the Disclosure Statement and confirmation of the Plan must be filed on or before **August 25, 2025, at 5:00 p.m. (prevailing Central Time)**. Any objections not satisfying the requirements of this Order shall not be considered and shall be overruled. Any objections to the Disclosure Statement or confirmation of the Plan must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest beneficially owned by such entity; (d) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Plan that would resolve such objections; and (e) be filed with the Court with proof of service thereof and served so as actually to be received on or before the Objection Deadline upon the Debtors and those parties who have filed a notice of appearance in these Chapter 11 Cases.

6. The Debtors are authorized, but not directed, pursuant to Bankruptcy Rule 2002(1), to give supplemental Publication Notice of the Combined Hearing and Objection Deadline (in a form substantially similar to the Combined Hearing Notice) in the national edition of the *Wall Street Journal*, *New York Times*, or a similar national publication, and any additional publication the Debtors deem necessary, which Publication Notice, substantially in the form attached hereto as **Exhibit 3**, shall constitute good and sufficient notice of the Combined Hearing and the Objection Deadline (and related procedures) to persons who do not receive notice of the Combined Hearing by mail.

7. The Solicitation Procedures set forth in the Motion and substantially in the form attached hereto as **Exhibit 1** satisfy the requirements of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and any other applicable rules, laws, and regulations, and are approved. The procedures used for tabulations of votes to accept or reject the Plan, as set forth in the Motion and

Solicitation Procedures and as provided by the Ballot, are approved. For purposes of serving the Solicitation Packages, the Debtors are authorized to rely on the address information (for voting and non-voting parties alike) maintained by the Debtors and provided by the Debtors to the Claims and Noticing Agent as of the Voting Record Date. Any obligation for the Debtors or the Claims and Noticing Agent to conduct any additional research for updated addresses based on undeliverable Solicitation Packages and/or Non-Voting Status Packages is waived.

8. The form of the Combined Notice, substantially in the form attached hereto as **Exhibit 2**, complies with the requirements of the Bankruptcy Code, Bankruptcy Rules, and Local Rules, and is approved.

9. The form of Ballot, including the Opt-Out Form, substantially in the form attached hereto as **Exhibit 4**, complies with the requirements of the Bankruptcy Code, Bankruptcy Rules, the Local Rules, and is approved.

10. The form of Notice of Non-Voting Status, including the Opt-Out Form, substantially in the form attached hereto as **Exhibit 5**, complies with the requirements of the Bankruptcy Code, Bankruptcy Rules, and Local Rules, and is approved.

11. The Solicitation Procedures to be utilized by the Debtors for distribution of the Solicitation Packages, as set forth in the Motion, in soliciting acceptances and rejections of the Plan, satisfy the requirements of the Bankruptcy Code, Bankruptcy Rules, and Local Rules, and are approved.

12. The Solicitation Procedures to be utilized by the Debtors for distribution of the Non-Voting Status Package, as set forth in the Motion, satisfy the requirements of the Bankruptcy Code, Bankruptcy Rules, and Local Rules, and are approved.

13. The procedures used for tabulating votes to accept or reject the Plan as set forth in the Motion and as provided by the Solicitation Procedures are approved.

14. The procedures used for tabulating the number of executed Opt-Out Forms, as set forth in the Motion and as provided by the Solicitation Procedures, are approved.

15. The Debtors are authorized to make non-substantive changes to the Disclosure Statement, the Plan, the Solicitation Packages, the Notice of Non-Voting Status Packages, the Combined Notice, the Ballots, and any related documents without further order of the Court, including changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan, and any materials in the Solicitation Packages or Notice of Non-Voting Status Packages before distribution.

16. The requirement under Bankruptcy Rule 2002(b) is hereby waived as set forth herein, and the Debtors may provide the Solicitation Packages and/or Notice of Non-Voting Status Packages to Holders of Claims or Interest for whom they have a valid and confirmed e-mail address in an electronic manner.

17. The Debtors are authorized, but not directed, to provide the Disclosure Statement, Plan, and this Order (without attachments, except the Solicitation Procedures) in electronic format (on a USB flash drive) instead of printed hard copies. Only the Ballots and Combined Hearing Notice, and such other materials as the Court may order included with the Solicitation Packages, will be provided in paper format. Moreover, the Plan and the Disclosure Statement shall be available for review and download at no charge through the Debtors' restructuring website maintained by the Claims and Noticing Agent at www.veritaglobal.net/HigherGround. If online access or service by USB flash drive imposes a hardship for any party entitled to receive a copy of the Plan and the Disclosure Statement, such party may request a paper copy of the Plan,

Disclosure Statement, and this Order (without attachments, except the Solicitation Procedures) by contacting the Claims and Noticing Agent by: (a) calling (888) 733-1431 (U.S./Canada) (toll-free), +1 (310) 751-2632 (International), (b) writing to Higher Ground Education, Inc., et al. Ballot Processing, c/o KCC dba Verita, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245 (if by first-class mail, hand delivery or overnight mail), or (c) submitting an inquiry to www.veritaglobal.net/HigherGround/Inquiry (with “HGE Solicitation Inquiry” in the subject line). Upon receipt of such request, the Debtors shall provide such party with a paper copy of the Plan and the Disclosure Statement free of charge.

18. The Debtors’ request of a waiver of any requirement to serve the Notice of Non-Voting Status and the Opt-Out Form, or any other solicitation documents, including the Combined Hearing Notice, on Holders of Intercompany Claims Interests is granted.

19. Nothing contained in the Motion or this Order shall be deemed or construed as an admission as to the validity or priority of any claim or lien against the Debtors or any other party or as a waiver of such parties’ rights to dispute any claim or lien.

20. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

21. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of the Bankruptcy Rules and the Local Rules are satisfied by such notice.

22. The terms and conditions of this Order are immediately effective and enforceable upon its entry.

23. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

24. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

###END OF ORDER###

Submitted by:

Holland N. O'Neil (TX 14864700)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com

-and-

Timothy C. Mohan (admitted *pro hac vice*)
FOLEY & LARDNER LLP
1144 15th Street, Ste. 2200
Denver, CO 80202
Telephone: (720) 437-2000
Facsimile: (720) 437-2200
tmohan@foley.com

-and-

Nora J. McGuffey (TX 24121000)
Quynh-Nhu Truong (TX 24137253)
FOLEY & LARDNER LLP
1000 Louisiana Street, Suite 2000
Houston, TX 77002
Telephone: (713) 276-5500
Facsimile: (713) 276-5555
nora.mcguffey@foley.com
qtruong@foley.com

**PROPOSED COUNSEL TO DEBTORS
AND DEBTORS IN POSSESSION**

EXHIBIT 1

Holland N. O'Neil (TX 14864700)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com

**PROPOSED COUNSEL TO
DEBTORS AND DEBTORS IN
POSSESSION**

Timothy C. Mohan
(admitted *pro hac vice*)
FOLEY & LARDNER LLP
1144 15th Street, Suite 2200
Denver, CO 80202
Telephone: (720) 437-2000
Facsimile: (720) 437-2200
tmohan@foley.com

Nora J. McGuffey (TX 24121000)
Quynh-Nhu Truong (TX 24137253)
FOLEY & LARDNER LLP
1000 Louisiana Street, Suite 2000
Houston, TX 77002
Telephone: (713) 276-5500
Facsimile: (713) 276-5555
nora.mcguffey@foley.com
qtruong@foley.com

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

Higher Ground Education, Inc., *et al.*,¹

Debtor.

§
§ Chapter 11
§
§ Case No.: 25-80121-11 (MVL)
§
§ (Jointly Administered)

SOLICITATION PROCEDURES

PLEASE TAKE NOTICE that on [•], 2025, the United States Bankruptcy Court for the Northern District of Texas (the “**Court**”) entered an order [Docket No. •] (the “**Solicitation Order**”): (a) authorizing Higher Ground Education, Inc. (“**HGE**”) and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) to solicit acceptances for the Joint Plan of Reorganization of Higher Ground Education, Inc. and its Affiliated Debtors (as may modified, amended, or supplemented from time to time, the “**Plan**”); (b) conditionally approving the Disclosure Statement for the Joint Plan of Reorganization of Higher Ground Education, Inc. and its Affiliated Debtors

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal identification number, are: Higher Ground Education Inc. (7265); Guidepost A LLC (8540); Prepared Montessorian LLC (6181); Terra Firma Services LLC (6999); Guidepost Birmingham LLC (2397); Guidepost Bradley Hills LLC (2058); Guidepost Branchburg LLC (0494); Guidepost Carmel LLC (4060); Guidepost FIC B LLC (8609); Guidepost FIC C LLC (1518); Guidepost Goodyear LLC (1363); Guidepost Las Colinas LLC (9767); Guidepost Leawood LLC (3453); Guidepost Muirfield Village LLC (1889); Guidepost Richardson LLC (7111); Guidepost South Riding LLC (2403); Guidepost St Robert LLC (5136); Guidepost The Woodlands LLC (6101); Guidepost Walled Lake LLC (9118); HGE FIC D LLC (6499); HGE FIC E LLC (0056); HGE FIC F LLC (8861); HGE FIC G LLC (5500); HGE FIC H LLC (8817); HGE FIC I LLC (1138); HGE FIC K LLC (8558); HGE FIC L LLC (2052); HGE FIC M LLC (8912); HGE FIC N LLC (6774); HGE FIC O LLC (4678); HGE FIC P LLC (1477); HGE FIC Q LLC (3122); HGE FIC R LLC (9661); LePort Emeryville LLC (7324); AltSchool II LLC (0403). The Debtors’ mailing address is 1321 Upland Dr. PMB 20442, Houston, Texas 77043.

(as may modified, amended, or supplemented from time to time, the “**Disclosure Statement**”)² as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation package (the “**Solicitation Package**”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan (these “**Solicitation Procedures**”).

A. The Voting Record Date

The Court has approved **July 22, 2025**, as the record date for purposes of determining which Holders of Claims in the Classes of 1, 2, 3, and 6 (the “**Voting Classes**”) are entitled to vote on the Plan (the “**Voting Record Date**”).

B. The Voting Deadline

The Court has approved **August 25, 2025, at 5:00 p.m. (CT)** as the voting deadline (the “**Voting Deadline**”) for the Plan. The Debtors may extend the Voting Deadline, in their discretion, without further order of the Court. To be counted as votes to accept or reject the Plan, all ballots (“**Ballots**”) must be properly executed, completed, and delivered to the Claims and Noticing Agent (as defined below) as directed on the applicable Ballot. For the avoidance of doubt, the Voting Deadline includes the deadline by which Opt-Out Forms must be executed, completed, and returned to the Claims and Noticing Agent.

C. Form, Content, and Manner of Notice

1. The Solicitation Package

The following materials shall constitute the solicitation package (the “**Solicitation Package**”):

- (a) the Disclosure Statement (including the Plan and all other exhibits thereto);
- (b) a copy of the Solicitation Order with the attached Solicitation Procedures;
- (c) the Combined Notice;
- (d) a conformed and appropriate Ballot, which provides the opportunity to opt out of the consensual Third-Party Releases (the “**Opt-Out Form**”) set forth in the Plan, substantially in the form attached to the Solicitation Order as **Exhibit 4**, together with detailed voting instructions and a pre-addressed, postage-prepaid return envelope; and
- (e) any additional documents that the Court has ordered to be made available.

² Capitalized terms used but not otherwise defined herein shall have the same meaning as set forth in the Plan, Disclosure Statement, or *Debtors’ Motion for Entry of an Order (I) Conditionally Approving the Disclosure Statement; (II) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing; (III) Establishing a Plan and Disclosure Statement Objection Deadline and Related Procedures; (IV) Approving the Solicitation and Notice Procedures; and (V) Granting Related Relief* (the “**Motion**”), as applicable.

2. Distribution of the Solicitation Package.

The Solicitation Package shall provide the Plan, the Disclosure Statement, and the Solicitation Order (without exhibits except the Solicitation Procedures) in electronic format (*i.e.*, as PDFs on a USB flash drive or through the restructuring information at www.veritaglobal.net/HigherGround), and all other contents of the Solicitation Package, including Ballots, shall be provided in paper format. Any party that receives the materials in electronic format but would prefer paper format may contact Kurtzman Carson Consultants, LLC d/b/a Verita Global (“**Verita**”), the Debtors’ noticing, claims, and balloting agent (the “**Claims and Noticing Agent**”) by: (a) writing to Higher Ground Claims Processing Center, Verita Global, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245 (if by first-class mail, hand delivery or overnight mail); (b) calling (888) 733-1431 (U.S. and Canada toll free) or (310) 751-2632 (international) and requesting to speak with a member of the solicitation group; or (c) submitting an inquiry via online form at www.veritaglobal.net/HigherGround/Inquiry. Additionally, the Plan, the Disclosure Statement, and the Solicitation Order (including exhibits) are also available for a fee via PACER at <https://ecf.txnb.uscourts.gov/> (a PACER account is required).

On or before **July 25, 2025** (the “**Solicitation Commencement Date**”), the Debtors shall mail, or cause to be mailed, the Solicitation Package to (a) all Holders of Claims in the Voting Classes who are entitled to vote, as described in Section D below, and (b) any Holder who would otherwise be entitled to vote in accordance with Section D below. In addition, the Debtors shall serve, or cause to be served, by hardcopy mail or by electronic mail, the Combined Notice containing all of the materials in the Solicitation Package (excluding the Ballot) in electronic format on the U.S. Trustee and all parties entitled to receive notice under Bankruptcy Rule 2002.

For purposes of serving the Solicitation Packages and Notice of Non-Voting Status Packages (defined below), the Debtors may rely on the address information for the Voting Classes and Non-Voting Classes as compiled, updated, and maintained by the Claims and Noticing Agent as of the Voting Record Date. The Debtors and the Claims and Noticing Agent are not required to conduct any additional research for updated addresses based on undeliverable Solicitation Packages (including Ballots) or Notice of Non-Voting Status Packages.

To avoid duplication and reduce expenses, the Debtors will make every reasonable effort to ensure that any Holder of a Claim who has filed duplicative Claims against a Debtor (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class as against that Debtor.

3. Resolution of Disputed Claims for Voting Purposes; Resolution Event.

- (a) If a Claim in a Voting Class is subject to an objection that is filed with the Court on or prior to seven (7) days before the Voting Deadline: (i) the Debtors shall cause the applicable Holder to be served with a notice of such objection; and (ii) the applicable Holder shall not be entitled to vote to accept or reject the Plan on account of such Claim unless a Resolution Event (as defined herein) occurs as provided herein.

- (b) If a Claim in the Voting Class is subject to an objection that is filed with the Court less than seven (7) days prior to the Voting Deadline, the applicable Claim shall be deemed temporarily allowed for voting purposes only, without further action by the Holder of such Claim and without further order of the Court, unless the Court orders otherwise.
- (c) A “**Resolution Event**” means the occurrence of one or more of the following events no later than two (2) Business Days prior to the Voting Deadline:
 - i. an order of the Court allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;
 - ii. an order of the Court temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
 - iii. a stipulation or other agreement is executed between the Holder of such Claim and the Debtors resolving the objection and allowing such Claim, which allowance may be for voting purposes only, in an agreed-upon amount and such agreement (or notice of such agreement) is conveyed by the Debtors to the Claims and Noticing Agent by electronic mail or otherwise; or
 - iv. the pending objection is voluntarily withdrawn by the objecting party.
- (d) No later than one (1) Business Day following the occurrence of a Resolution Event, the Debtors shall cause the Claims and Noticing Agent to distribute via email or overnight mail a Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant Holder to the extent such Holder has not already received a Solicitation Package.

4. Non-Voting Status Packages for Unimpaired Classes and Classes Deemed to Accept the Plan.

Certain Holders of Claims and Interests that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code (the “**Non-Voting Classes**”) will receive only the Combined Notice and a Notice of Non-Voting Status, including the Opt-Out Form (the “**Notice of Non-Voting Status Package**”), substantially in the form attached as **Exhibit 5** to the Solicitation Order. Among other things, the Notice of Non-Voting Status Package will instruct the Non-Voting Classes as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots) and will inform such Holders of the Voting Deadline with respect to the Opt-Out Form.

D. Voting and Tabulation Procedures.

1. Holders of Claims Entitled to Vote.

Only the following Holders of Claims in the Voting Classes, Holders of Claims in Classes 1, 2, 3, and 6 shall be entitled to vote with regard to such Claims.

2. Establishing Claim Amounts for Voting Purposes.

In tabulating votes, the following hierarchy shall be used to determine the amount of the Claim associated with each claimant's vote:

- (a) the Claim amount: (i) settled and/or agreed upon by the Debtors, as reflected in a document filed with the Court, (ii) set forth in an order of the Court, or (iii) set forth in a document executed by the Debtors pursuant to authority granted by the Court;
- (b) the Claim amount Allowed (temporarily or otherwise) pursuant to a Resolution Event under the procedures set forth in the Solicitation Procedures;
- (c) the Claim amount contained in a timely filed Proof of Claim; *provided, however*, that Ballots cast by Holders of Claims who file a Proof of Claim in a contingent or wholly-unliquidated or unknown amount that is not the subject of an objection will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as Ballots for Claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and, if a Proof of Claim is filed as partially liquidated and partially unliquidated, such Claim will be Allowed for voting purposes only in the liquidated amount; *provided, further*, that to the extent the Claim amount contained in the Proof of Claim is different from the Claim amount set forth in a document filed with the Court as referenced in subparagraph (a) above, the Claim amount in the document filed with the Court shall supersede the Claim amount set forth on the respective Proof of Claim;
- (d) the Claim amount listed in the Debtors' Schedules of Assets and Liabilities, *provided* that such Claim is not scheduled as contingent, disputed, or unliquidated and/or has not been paid; *provided, further*, a Claim listed in the Schedules as contingent, disputed, or unliquidated shall be allowed to vote only in the amount of \$1.00; and
- (e) in the absence of any of the foregoing, such Claim shall be disallowed for voting purposes unless otherwise ordered by the Court.

3. Voting and Tabulation Procedures.

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtors' right to waive any of the below-specified requirements for completion and submission of Ballots so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Local Rules:

- (a) except as otherwise provided in the Solicitation Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline (as the same may be extended by the Debtors), the votes or elections transmitted in such Ballot may be counted only at the discretion of the Debtors in connection with confirmation of the Plan;
- (b) the Debtors will file with the Court no later than two (2) days prior to the Combined Hearing, a voting report (the "**Voting Report**"). The Voting Report shall, among other things, delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or lacking necessary information, received via facsimile or damaged ("**Irregular Ballots**"). The Voting Report shall indicate the Debtors' intentions with regard to each Irregular Ballot;
- (c) the method of delivery of Ballots to be sent to the Claims and Noticing Agent is at the election and risk of each Holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Claims and Noticing Agent actually receives the properly executed Ballot;
- (d) an executed Ballot is required to be submitted by the Entity submitting such Ballot. Delivery of a Ballot to the Claims and Noticing Agent by facsimile, electronic email, or any electronic means other than the Notice and Claim Agent's online portal will not be valid;
- (e) no Ballot should be sent to the Debtors, the Debtors' agents (other than the Claims and Noticing Agent), or to the Debtors' financial or legal advisors, and if so sent, will not be counted;
- (f) if multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior received Ballot;
- (g) Holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. A Ballot that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims within the same Class, the applicable Debtor may, in its discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes;

- (h) Holders of Claims and Interests that may be asserted against multiple Debtors must vote such Claims and Interests either to accept or reject the Plan at each such Debtor and may not vote any such Claim and Interests to accept at one Debtor and reject at another Debtor. A Ballot that rejects the Plan for a Claim or Interest at one Debtor and accepts the Plan for the same Claim or Interest at another Debtor will not be counted;
- (i) a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a Holder of Claims must indicate such capacity when signing and if requested by the Claims and Noticing Agent, the Debtors or the Court, must submit proper evidence of its authority to act;
- (j) the Debtors, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report or a supplemental voting report, as applicable;
- (k) neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;
- (l) unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline, or such Ballots will not be counted;
- (m) in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected;
- (n) subject to any order of the Court, the Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtors would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; **provided** that any such rejections will be documented in the Voting Report and subject to final determination by the Court;
- (o) if a Claim has been estimated or a Claim has otherwise been Allowed only for voting purposes by order of the Court, such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- (p) if an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein;

- (q) the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of such Claim; (ii) any Ballot cast by any Entity that does not hold a Claim in the Voting Class; (iii) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed by the Voting Record Date (unless the applicable bar date has not yet passed, in which case such Claim shall be entitled to vote in the amount of \$1.00); (iv) any unsigned Ballot or Ballot lacking an original signature (for the avoidance of doubt, a Ballot cast via the online balloting portal will be deemed to contain an original signature); (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein;
- (r) after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors or an order of the Court;
- (s) the Debtors are authorized to enter into stipulations with the Holder of any Claim agreeing to the amount of a Claim for voting purposes;
- (t) where any portion of a single Claim has been transferred to a transferee, all Holders of any portion of such single Claim will be (i) treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code (and for the other Solicitation Procedures set forth herein), and (ii) required to vote every portion of such Claim collectively to accept or reject the Plan. In the event that (i) a Ballot, (ii) a group of Ballots within a Voting Class received from a single creditor, or (iii) a group of Ballots received from the various Holders of multiple portions of a single Claim partially reject and partially accept the Plan, such Ballots shall not be counted; and
- (u) for purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor in a particular Class will be aggregated and treated as if such creditor held one Claim in such Class, and all votes related to such Claim will be treated as a single vote to accept or reject the Plan; **provided** that if separate affiliated entities hold Claims in a particular Class, these Claims will not be aggregated and will not be treated as if such creditor held one Claim in such Class, and the vote of each affiliated entity will be counted separately as a vote to accept or reject the Plan.
- (v) to the extent a Holder of a Claim files a Proof of Claim during the solicitation period that amends or supersedes a Claim for which a Solicitation Package was previously distributed to the same Holder, the Debtors are not obligated to cause the Notice and Claims Agent to distribute an additional Solicitation Package to such Holder

- (w) That the Claim amount contained in a Proof of Claim that has been timely filed by the applicable Bar Date (or deemed timely filed by the Bankruptcy Court under applicable law) that is asserted in currency other than U.S. Dollars shall be automatically deemed converted to the equivalent U.S. Dollar value using the conversion rate for the applicable currency at prevailing market prices as of 11:59 p.m. UTC on the Petition Date. Such conversion shall be for voting tabulation purposes only and shall not be binding for any other purpose on the Debtors, including, without limitation, for purposes of allowance of, and distribution with respect to, Claims under the Plan
- (x) That Holders of Claims for which Proofs of Claim were filed for \$0.00 or for which no value is asserted are not entitled to vote
- (y) That Claims that have been paid, scheduled to be paid in the ordinary course, or otherwise satisfied are disallowed for voting purposes
- (z) That to the extent a Proof of Claim is filed that is based solely on a Holder's equity Interests or the losses related thereto, such Holder will be classified as a Class 8 or 9 Holder and such Claim will be treated in accordance with Class 8 or 9 and not entitled to vote
- (aa) That notwithstanding anything to the contrary contained herein, any Holder who has filed or purchased duplicate Claims within the same Voting Class shall, to the extent possible, be provided with only one Solicitation Package (including one Ballot) for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims

E. Amendments by the Debtors.

The Debtors reserve the right to make non-substantive or immaterial changes to the Disclosure Statement, Plan, Ballots, Combined Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, if any, and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package before their distribution.

EXHIBIT 2

Holland N. O'Neil (TX 14864700)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com

**PROPOSED COUNSEL TO
DEBTORS AND DEBTORS IN
POSSESSION**

Timothy C. Mohan
(admitted *pro hac vice*)
FOLEY & LARDNER LLP
1144 15th Street, Suite 2200
Denver, CO 80202
Telephone: (720) 437-2000
Facsimile: (720) 437-2200
tmohan@foley.com

Nora J. McGuffey (TX 24121000)
Quynh-Nhu Truong (TX 24137253)
FOLEY & LARDNER LLP
1000 Louisiana Street, Suite 2000
Houston, TX 77002
Telephone: (713) 276-5500
Facsimile: (713) 276-5555
nora.mcguffey@foley.com
qtruong@foley.com

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
Higher Ground Education, Inc., <i>et al.</i> , ¹	§	Case No.: 25-80121-11 (MVL)
Debtor.	§	(Jointly Administered)

**NOTICE OF (I) HEARING ON THE DISCLOSURE STATEMENT AND
CONFIRMATION OF THE JOINT CHAPTER 11 PLAN OF REORGANIZATION
OF THE DEBTORS, (II) DEADLINE TO CAST VOTES TO ACCEPT OR REJECT
THE PLAN, AND (III) OBJECTION AND OPT OUT RIGHT**

PLEASE TAKE NOTICE that on June 26, 2025, Higher Ground Education, Inc. (“**HGE**”) and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) filed with the United States Bankruptcy Court for the Northern District of Texas (the “**Court**”) the *Joint Plan of Reorganization of Higher Ground Education, Inc. and its Affiliated Debtors* [Docket No. 94] (as may modified, amended, or supplemented from time to time, the “**Plan**”).

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal identification number, are: Higher Ground Education Inc. (7265); Guidepost A LLC (8540); Prepared Montessorian LLC (6181); Terra Firma Services LLC (6999); Guidepost Birmingham LLC (2397); Guidepost Bradley Hills LLC (2058); Guidepost Branchburg LLC (0494); Guidepost Carmel LLC (4060); Guidepost FIC B LLC (8609); Guidepost FIC C LLC (1518); Guidepost Goodyear LLC (1363); Guidepost Las Colinas LLC (9767); Guidepost Leawood LLC (3453); Guidepost Muirfield Village LLC (1889); Guidepost Richardson LLC (7111); Guidepost South Riding LLC (2403); Guidepost St Robert LLC (5136); Guidepost The Woodlands LLC (6101); Guidepost Walled Lake LLC (9118); HGE FIC D LLC (6499); HGE FIC E LLC (0056); HGE FIC F LLC (8861); HGE FIC G LLC (5500); HGE FIC H LLC (8817); HGE FIC I LLC (1138); HGE FIC K LLC (8558); HGE FIC L LLC (2052); HGE FIC M LLC (8912); HGE FIC N LLC (6774); HGE FIC O LLC (4678); HGE FIC P LLC (1477); HGE FIC Q LLC (3122); HGE FIC R LLC (9661); LePort Emeryville LLC (7324); AltSchool II LLC (0403). The Debtors’ mailing address is 1321 Upland Dr. PMB 20442, Houston, Texas 77043.

On June 27, 2025, the Debtors filed the *Disclosure Statement for the Joint Plan of Reorganization of Higher Ground Education, Inc. and its Affiliated Debtors* [Docket No. 97] (the “**Disclosure Statement**”) pursuant to sections 1125 and 1126(b) of title 11 of the United States Code (the “**Bankruptcy Code**”).

On [●], 2025, the Court entered (i) an order [Docket No. ●] which, *inter alia*, (a) conditionally approved the Disclosure Statement, (b) approved the forms of ballots and notices related to confirmation of the Plan, (c) scheduled dates and deadlines related to confirmation of the Plan, and (d) granted related relief (the “**Disclosure Statement Order**”).

Copies of the Plan, Disclosure Statement, Disclosure Statement Order, and any related pleadings in these Chapter 11 Cases and supporting papers are available on the Debtors’ at www.veritaglobal.net/HigherGround or on the Court’s website at <https://ecf.txnb.uscourts.gov/>. You can request any pleading you need from (i) the noticing agent at: c/o KCC dba Verita, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, (888) 733-1431 (U.S./Canada) (toll-free), +1 (310) 751-2632 (International) or (ii) counsel for the Debtors at: Foley & Lardner LLP, 1144 15th Street, Suite 2200, Denver, CO 80202, Attn: Tim Mohan (tmohan@foley.com), and Foley & Lardner LLP, 1000 Louisiana Street, Suite 2000, Houston, Texas 77002, Attn: Nora McGuffey (nora.mcguffey@foley.com) and Quynh-Nhu Truong (qtruong@foley.com).²

A hearing on confirmation of the Plan and the adequacy of the Disclosure Statement (the “**Combined Hearing**”) will be held before the Honorable Michelle V. Larson, United States Bankruptcy Judge for the Northern District of Texas; U.S. Bankruptcy Court, 1100 Commerce Street, 14th Floor, Courtroom No. 2, Dallas, TX 75242 OR via WEBEX on [●], 2025, at [●] a.m. (prevailing Central Time), to consider the adequacy of the Disclosure Statement, any objections to the Disclosure Statement, confirmation of the Plan, any objections thereto, and any other matter that may properly come before the Court.

PLEASE TAKE FURTHER NOTICE that you may participate in the Hearing in-person or via WEBEX (by video or telephone via the Court’s WebEx platform):

- **For WebEx Video Participation/Attendance:**
Link: <https://us-courts.webex.com/meet/larson>
- **For WebEx Telephonic Only Participation/Attendance:**
Dial-In: 1-650-479-3207; Access code: 2301 476 1957

A copy of Judge Larson’s WebEx Hearing Instructions is attached hereto as **Exhibit A.**

PLEASE TAKE FURTHER NOTICE that the Hearing will be conducted in a hybrid format: parties may make appearances in the courtroom or via WebEx; *provided, however*, parties

² Capitalized terms used but not otherwise defined herein shall have the same meaning as set forth in the Plan, or the Disclosure Statement, as applicable. The statements contained herein are summaries of the provisions contained in the Plan and the Disclosure Statement and do not purport to be precise or complete statements of all the terms and provisions of the Plan or the documents referred therein. To the extent there is a discrepancy between the terms herein and the Plan or the Disclosure Statement, the Plan or the Disclosure Statement, as applicable, shall govern and control. For a more detailed description of the Plan, please refer to the Disclosure Statement.

who will be offering evidence or participating in examination must make appearances in person in Judge Larson's courtroom; *provided, further*, witnesses may appear remotely/virtually in accordance Judge Larson's WebEx Hearing Instructions. All parties attending the Hearing, whether in person or via WebEx, should sign in electronically on Judge Larson's webpage. The sign-in sheet may be found at the following: <https://www.txnb.uscourts.gov/electronic-appearances-0>.

Nothing herein will be deemed a waiver of any rights of the Debtors or any other parties in interest to contest any rights asserted by any person in such objections, and all such rights of the Debtors are expressly preserved.

Please be advised: the Combined Hearing may be continued from time to time by the Court or the Debtors **without further notice** other than by such adjournment being announced in open court or by a notice of adjournment filed with the Court and served on all parties entitled to notice.

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

Voting Record Date. The voting record date is **July 22, 2025**, except as otherwise provided in the Solicitation Procedures (the "**Voting Record Date**"), which is the date for determining which Holders of Claims in Classes 1, 2, 3, and 6 are entitled to vote on the Plan (each, a "**Voting Class**," and collectively, the "**Voting Classes**").

Voting Deadline. The deadline for voting on the Plan is on **August 25, 2025, at 5:00 p.m. (prevailing Central Time)** (the "**Voting Deadline**"). If you received a Solicitation Package, including a Ballot, and intend to vote on the Plan, you **must**: (a) follow the instructions carefully; (b) complete **all** of the required information on the Ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is **actually received** by the Debtors' notice, claims and solicitation agent Kurtzman Carson Consultants, LLC d/b/a Verita Global (the "**Claims and Noticing Agent**"), on or before the Voting Deadline. For the avoidance of doubt, the Voting Deadline includes the deadline by which Opt-Out Forms be executed, completed, and returned to the Claims and Noticing Agent. **A failure to follow such instructions may disqualify your vote.**

**CRITICAL INFORMATION REGARDING RELEASE OPT-OUT OPTION AND
OBJECTING TO THE PLAN**

Article 10 of the Plan contains release, exculpation, injunction provisions, and Third-Party Releases. Thus, you are advised to review and consider the Plan carefully because your rights might be affected thereunder.

All Holders of Claims who vote to accept or reject the Plan and do not affirmatively elect to “opt out” being a Releasing Party under the Plan by timely completing and submitting the Opt-Out Form included in the Ballot before the Voting Deadline will be deemed to have expressly, unconditionally, generally, individually, and collectively consented to the Third-Party Releases and discharge of all Claims and Causes of Action against the Debtors and the Releasing Parties.

All Holders of Claims or Interests who are not entitled to vote to accept or reject the Plan and deemed to accept or reject the Plan may elect to “opt out” of the Third-Party Releases under the Plan by timely completing and submitting the Opt-Out Form before the Voting Deadline. Any such parties who complete and timely return the Opt-Out Form will not be deemed to have expressly, unconditionally, generally, individually, and collectively consented to the Third-Party Releases and discharge of all Claims and Causes of Action against the Debtors and the Releasing Parties.

Please be advised that your decision to opt out does not affect the amount of distribution you will receive under the Plan. Specifically, your recovery under the Plan will be the same if you opt out or opt in.

Article 10.2 of the Plan contains the following Debtor Releases:

Notwithstanding anything contained in this Plan or the Confirmation Order to the contrary, pursuant to section 1123(b) of the Bankruptcy Code, in exchange for good and valuable consideration, including the obligations of the Debtors under this Plan and the contributions and services of the Released Parties in facilitating the reorganization of the Debtors and implementation of the Plan, the adequacy of which is hereby confirmed, on and after the Effective Date, each Released Party is hereby conclusively, absolutely, unconditionally, irrevocably, and forever released, waived, and discharged by and on behalf of each and all of the Debtors, their Estates, and if applicable, the Reorganized Debtors, in each case on behalf of themselves and their respective successors, assigns, and representatives, and any and all other Entities who may purport to assert any Claim or Cause of Action, directly or derivatively, by, through, for, or because of the foregoing Entities, from any and all Claims, Interests, obligations, rights, suits, damages, and Causes of Action whatsoever (including any derivative claims and Avoidance Actions, asserted or assertable on behalf of the Debtors, the Reorganized Debtors, and their Estates), whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, asserted or unasserted, accrued or unaccrued, existing or herein-after arising, whether in law or equity, whether sounding in tort or contract, whether arising under federal or state statutory or common law, or any other applicable international, foreign, or domestic law, rule, statute, regulation, treaty, right, duty, requirement, or

otherwise, that such Holders or their Estates, Affiliates, heirs, executors, administrators, successors, assigns, managers, accountants, attorneys, representatives, consultants, agents, and any other Persons claiming under or through them would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the Holder of any Claim against or Interest in a Debtor or other Entity, or that any holder of any Claim against or Interest in a Debtor or other Entity could have asserted on behalf of the Debtors, the Reorganized Debtors, and their Estates, including without limitation, based on or relating to, or in any manner arising from, in whole or in part, among other things, the Debtors or their Estates (including the capital structure, management, ownership, or operation thereof), the Chapter 11 Cases, the RSA, the Reorganized Debtors (including the capital structure, management, ownership, or operation thereof), the purchase, sale, or rescission of any Security of the Debtors, the Reorganized Debtors, and their Estates, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in this Plan, the business or contractual arrangements or interaction between or among any Debtor and any Released Party, the operations and financings in respect of the Debtors (whether before or after the Petition Date), the distribution of any Cash or other property of the Debtors to any Released Party, the assertion of enforcement of rights or remedies against the Debtors, the restructuring of any Claim or Interest before or during the Chapter 11 Cases, including all prior recapitalizations, restructurings, or refinancing efforts and transactions, any Securities issued by the Debtors and the ownership thereof, the Debtors' in- or out-of-court restructuring efforts, the decision to file the Chapter 11 Cases, any intercompany transactions, any related adversary proceedings, the formulation, documentation, preparation, dissemination, solicitation, negotiation, entry into, or filing of the Disclosure Statement, this Plan, the Plan Supplement, the RSA, the DIP Loans, DIP Financing Documents, or any Definitive Document, contract instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the DIP Loans, the DIP Documents, this Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of this Plan, including the issuance or distribution of Securities pursuant to this Plan, or the distribution of property under this Plan or any other related agreement, or upon any other act, or omission, transaction, agreement, event, or other occurrence taking place on or before, in respect of the foregoing clause, the Effective Date.

Notwithstanding anything to the contrary in the foregoing, the Debtors do not, pursuant to the releases set forth above, release: (a) any Causes of Action identified in the Schedule of Retained Causes of Action; (b) any post-Effective Date obligations of any party or Entity under this Plan, the Confirmation Order or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement this Plan or transactions thereunder; or (c) the rights of any Holder of Allowed Claims to receive distributions under this Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Debtor Release, which includes by reference each of the related provisions and definitions contained in this Plan, and further, shall constitute the Bankruptcy Court's finding that the Debtor Release is: (a) in exchange for the good and valuable consideration provided by the Released Parties, including, the Released Parties' contribution to facilitating the transactions contemplated in the Plan and implementing this

Plan; (b) a good faith settlement and compromise of the Claims or Causes of Action released by the Debtor Release; (c) in the best interests of the Debtors and all Holders of Claims and Interests; (d) fair, equitable, and reasonable; (e) given and made after due notice and opportunity for a hearing; and (f) a bar to any of the Debtors, the Reorganized Debtors, or the Debtors' Estates asserting any Claim or Cause of Action released pursuant to the Debtor Release

Article 10.3 of the Plan contains the following Third-Party Releases:

Notwithstanding anything contained herein or the Confirmation Order to the contrary, pursuant to section 1123(b) of the Bankruptcy Code, to the maximum extent permitted by applicable law, in exchange for good and valuable consideration, including the obligations of the Debtors under this Plan and the contributions and services of the Released Parties in facilitating the reorganization of the Debtors and implementation of the Plan, the adequacy of which is hereby confirmed, on and after the Effective Date, each Released Party is hereby conclusively, absolutely, unconditionally, irrevocably and forever, released, waived, and discharged by each and all of the Releasing Parties, in each case on behalf of themselves and their respective successors, assigns, and representatives, and any and all other Entities who may purport to assert any Cause of Action, directly or derivatively, by, through, for, or because of the foregoing Entities, from any and all claims and Causes of Action whatsoever (including any derivative claims, asserted or assertable on behalf of any of the Debtors, the Reorganized Debtors, and their Estates), obligations, rights, suits, or damages, whether liquidated or unliquidated, fixed, or contingent, matured, or unmatured, known or unknown, foreseen or unforeseen, asserted or unasserted, accrued or unaccrued, existing or herein after arising, whether in law or equity, whether sounding in tort or contract, whether arising under federal or state statutory or common law, or any other applicable international, foreign, or domestic law, rule, statute, regulation, treaty, right, duty, requirement, or otherwise, that such Holders or their Estates, Affiliates, heirs, executors, administrators, successors, assigns, managers, accountants, attorneys, representatives, consultants, agents, and any other Persons claiming under or through them would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the Holder of any Claim against, or Interest in, the Debtors, the Reorganized Debtors, and their Estates, including without limitation, based on or relating to, or in any manner arising from, in whole or in part, among other things, the Debtors or their Estates (including the capital structure, management, ownership, or operation thereof), the Chapter 11 Cases, the Plan, the Reorganized Debtors (including the capital structure, management, ownership, or operation thereof), the purchase, sale, or rescission of any Security of the Debtors, the Reorganized Debtors, and their Estates, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in this Plan, the business or contractual arrangements or interaction between or among any Debtor and any Released Party, the operations and financings in respect of the Debtors (whether before or after the Petition Date), the distribution of any Cash or other property of the Debtors to any Released Party, the assertion of enforcement of rights or remedies against the Debtors, the restructuring of any Claim or Interest before or during the Chapter 11 Cases including all prior recapitalizations, restructurings, or refinancing efforts and transactions, any Securities issued by the Debtors and the ownership thereof, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions, the decision to

file the Chapter 11 Cases, any related adversary proceedings, the formulation, documentation, preparation, dissemination, solicitation, negotiation, entry into, or filing of the Disclosure Statement, this Plan, the Plan Supplement, the RSA, the DIP Loans, DIP Financing Documents, or any Definitive Document, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of this Plan, including the issuance or distribution of Securities pursuant to this Plan, or the distribution of property under this Plan or any other related agreement, or upon any other act, or omission, transaction, agreement, event, or other occurrence taking place on or before, in respect of the foregoing clause, the Effective Date; provided, that the provisions of this Third-Party Release shall not operate to waive, release, or otherwise impair any Causes of Action arising from willful misconduct, actual or criminal fraud, or gross negligence of such applicable Released Party as determined by the Final Order of the Bankruptcy Court or any other court of competent jurisdiction.

Notwithstanding anything to the contrary in the foregoing, the Released Parties do not, pursuant to the releases set forth above, release: (a) any Causes of Action identified in the Schedule of Retained Causes of Action; (b) any post-Effective Date obligations of any party or Entity under this Plan, the Confirmation Order, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement this Plan or transactions thereunder; or (c) the rights of any Holder of Allowed Claims or Interests to receive distributions under this Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the Third-Party Release, which includes by reference each of the related provisions and definitions contained in this Plan, and further, shall constitute the Bankruptcy Court's finding that the Third-Party Release is: (a) consensual; (b) essential to the Confirmation of this Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties, including the Released Parties' contributions to facilitating the transactions contemplated in the Plan and implementing this Plan; (d) in the best interests of the Debtors and their Estates; (e) fair, equitable, and reasonable; (f) given and made after due notice and opportunity for a hearing; and (g) a bar to any of the Releasing Parties asserting any Claim or Cause of Action released pursuant to the Third-Party Release.

Article 10.4 of the Plan contains the following Mutual Releases by RSA Parties:

Without duplication of Article 10.3 of the Plan, as of the Effective Date, each of the RSA Parties hereby unconditionally forever releases, waives and discharges all known and unknown Causes of Action of any nature that such RSA Party has asserted, may have asserted, could have asserted, or could in the future assert, directly or indirectly, against any of the other RSA Parties based on any act or omission relating to the Debtors or their business operations (including, without limitation, the organization or capitalization of the Debtors or extensions of credit and other financial services and accommodations made or not made to the Debtors) or the Chapter 11 Cases on or prior to the Effective Date; provided, however, the Mutual Releases shall not apply to Causes of Action that arise post-Effective Date from obligations or rights created under or in connection with the Plan or any agreement provided for or contemplated in the Plan; provided, further, any claims against

the Debtors shall not be released under this Article 10.4 but shall be treated in accordance with this Plan. For the avoidance of doubt, Claims or Causes of Action arising out of, or related to, any act or omission of a RSA Party prior to the Effective Date that are determined by Final Order of the Bankruptcy Court or any other court of competent jurisdiction to have constituted willful misconduct, actual or criminal fraud, or gross negligence, including findings after the Effective Date, are not released pursuant to the Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the Mutual Release, which includes by reference each of the related provisions and definitions contained in this Plan, and further, shall constitute the Bankruptcy Court's finding that the Mutual Release is: (a) consensual; (b) essential to the Confirmation of this Plan; (c) given in exchange for the good and valuable consideration provided by the RSA Parties, including the Released Parties' contributions to facilitating the transactions contemplated in the Plan and implementing this Plan; (d) in the best interests of the Debtors and their Estates; (e) fair, equitable, and reasonable; (f) given and made after due notice and opportunity for a hearing; and (g) a bar to any of the RSA Parties asserting any Claim or Cause of Action released pursuant to this Mutual Release.

Article 10.5 of the Plan contains the following Exculpations:

To the fullest extent permitted by applicable law, no Exculpated Party will have or incur, and each Exculpated Party will be exculpated from, any Claim or Cause of Action arising prior to or on the Effective Date in connection with or arising out of the administration of the Chapter 11 Cases, the formulation, documentation, preparation, dissemination, solicitation, negotiation, entry into, or filing of the Disclosure Statement, this Plan, the Plan Supplement, the RSA, the DIP Loans, DIP Financing Documents, or any Definitive Document, the filing of the Chapter 11 Cases, the solicitation of votes for, or Confirmation or Consummation of, this Plan, the funding of this Plan, the occurrence of the Effective Date, the administration of this Plan or the property to be distributed under this Plan, the issuance of Securities under or in connection with this Plan, the purchase, sale, or rescission of the purchase or sale of any Security of the Debtors or the Reorganized Debtors, if applicable, in connection with this Plan or the transactions in furtherance of any of the foregoing, other than Claims or Causes of Action in each case arising out of or related to any act or omission of an Exculpated Party that is a criminal act or constitutes actual fraud, willful misconduct, or gross negligence as determined by a Final Order, but in all respects such Persons will be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to this Plan. The Exculpated Parties have acted in compliance with the applicable provisions of the Bankruptcy Code with regard to the solicitation and distribution of Securities pursuant to this Plan and, therefore, are not, and on account of such distributions will not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of this Plan or such distributions made pursuant to this Plan, including the issuance of Securities thereunder. The exculpation will be in addition to, and not in limitation of, all other releases, indemnities, exculpations, and any other applicable law or rules protecting such Exculpated Parties from liability.

The Exculpated Parties have, and upon Confirmation shall be deemed to have, participated in good faith and in compliance with the applicable laws with regard to the solicitation of votes and distribution of consideration pursuant to this Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of this Plan or such distributions made pursuant to this Plan.

Solely with respect to the exculpation provisions, notwithstanding anything to the contrary in this Plan, each of the Exculpated Parties and the 1125(e) Exculpation Parties shall not incur liability for any Cause of Action or Claim related to any act or omission in connection with, relating to, or arising out of, in whole or in part, (a) the solicitation of acceptance or rejection of the Plan in good faith and in compliance with the applicable provisions of the Bankruptcy Code or (b) the participation, in good faith and in compliance with the applicable provisions of the Bankruptcy Code, in the offer, issuance, sale, or purchase of a security, offered or sold under the Plan. No Entity or Person may commence or pursue a Claim or Cause of Action of any kind against any of the Exculpated Parties or 1125(e) Exculpation Parties that arose or arises from, in whole or in part, a Claim or Cause of Action subject to the terms of this paragraph, without this Court (i) first determining, after notice and a hearing, that such Claim or Cause of Action represents a colorable Claim for actual fraud, gross negligence, or willful misconduct against any such Exculpated Party or 1125(e) Exculpation Party and such party is not exculpated pursuant to this provision; and (ii) specifically authorizing such Entity or Person to bring such Claim or Cause of Action against any such Exculpated Party or 1125(e) Exculpation Party. The Bankruptcy Court will have sole and exclusive jurisdiction to adjudicate the underlying colorable Claim or Causes of Action.

Article 10.6 of the Plan contains the following Injunction:

Except as otherwise expressly provided in this Plan or the Confirmation Order or for obligations or distributions issued or required to be paid pursuant to this Plan or the Confirmation Order, effective as of the Effective Date, all Entities that have held, hold, or may hold Claims, Interests, Causes of Action, or liabilities that have been released, discharged, or are subject to exculpation are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Reorganized Debtors, the Exculpated Parties, the 1125(e) Exculpation Parties, or the Released Parties: (a) commencing or continuing in any manner any action, suit, or other proceeding of any kind on account of or in connection with or with respect to any such Claims, Interests, Causes of Action, or liabilities; (b) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims, Interests, Causes of Action, or liabilities; (c) creating, perfecting, or enforcing any encumbrance of any kind against such Entities or the property or the estates of such Entities on account of or in connection with or with respect to any such Claims, Interests, Causes of Action or liabilities; (d) asserting any right of setoff or subrogation, or recoupment, of any kind against any obligation due from such Entities or against the property of such Entities or the Estates on account of or in connection with or with respect to any such Claims, Interests, Causes of Action, or liabilities unless such Holder has filed a motion requesting the right to perform

such setoff on or before the Effective Date or has filed a Proof of Claim or proof of Interest indicating that such Holder asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (e) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims, Interests, Causes of Action, or liabilities released, settled or subject to exculpation pursuant to the Plan. Notwithstanding anything to the contrary in the foregoing, the injunction set forth above does not enjoin the enforcement of any obligations arising on or after the Effective Date of any Person or Entity under this Plan, any post-Effective Date transaction contemplated by the Plan, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement this Plan.

Upon entry of the Confirmation Order, all Holders of Claims and Interests and their respective current and former employees, agents, officers, directors, managers, principals, and direct and indirect Affiliates, in their capacities as such, shall be enjoined from taking any actions to interfere with the implementation or Consummation of this Plan. Each Holder of an Allowed Claim or Allowed Interest, as applicable, by accepting, or being eligible to accept, distributions under or reinstatement of such Claim or Interest, as applicable, pursuant to the Plan, shall be deemed to have consented to the injunction provisions set forth in Article 10.6 of the Plan.

No Person or Entity may commence or pursue a Claim or Cause of Action, as applicable, of any kind against the Debtors, the Reorganized Debtors, the Exculpated Parties, the 1125(e) Exculpation Parties, or the Released Parties, as applicable, that relates to or is reasonably likely to relate to any act or omission in connection with, relating to, or arising out of a Claim or Cause of Action, as applicable, subject to Article 10.2, Article 10.3, Article 10.4, and Article 10.5 of the Plan, without the Bankruptcy Court (1) first determining, after notice and a hearing, that such Claim or Cause of Action, as applicable, represents a colorable Claim of any kind, and (2) specifically authorizing such Person or Entity to bring such Claim or Cause of Action, as applicable, against any such Debtor, Reorganized Debtor, Exculpated Party, 1125(e) Exculpation Party, or Released Party, as applicable. The Bankruptcy Court will have sole and exclusive jurisdiction to adjudicate the underlying colorable Claim or Causes of Action.

10.6.1 BY ACCEPTING DISTRIBUTIONS PURSUANT TO THE PLAN, EACH HOLDER OF AN ALLOWED CLAIM OR ALLOWED INTEREST EXTINGUISHED, DISCHARGED, OR RELEASED PURSUANT TO THE PLAN WILL BE DEEMED TO HAVE AFFIRMATIVELY AND SPECIFICALLY CONSENTED TO BE BOUND BY THE PLAN, INCLUDING, WITHOUT LIMITATION, THE INJUNCTIONS SET FORTH IN ARTICLE 10.6 OF THE PLAN.

10.6.2 THE INJUNCTIONS IN ARTICLE 10.6 OF THE PLAN SHALL EXTEND TO ANY SUCCESSORS OF THE DEBTORS, THE REORGANIZED DEBTORS, THE RELEASED PARTIES, THE EXCULPATED PARTIES, AND THE 1125(E) EXCULPATED PARTIES, AND THEIR RESPECTIVE PROPERTY AND INTERESTS IN PROPERTY.

10.6.3 Any Person injured by any willful violation of such injunction may seek to recover actual damages, including costs and attorneys' fees and, in appropriate circumstances, may seek to recover punitive damages from the willful violator.

Article 1 of the Plan contains the following definitions:

1125(e) Exculpation Parties means, collectively, and in each case in its capacity as such: (a) each of the Exculpated Parties; (b) the directors and officers of any of the Debtors; (c) each of the Reorganized Debtors; (d) the Professional Persons retained in these Chapter 11 Cases; and (d) with respect to the foregoing parties, the Related Parties thereof to the extent permitted under section 1125(e) of the Bankruptcy Code.

"Exculpated Claim" means any Claim related to any postpetition act (*i.e.*, on and after the Petition Date), taken or omitted to be taken in connection with, relating to, or arising out of the Debtors' post-petition business operations, the Debtors' out-of-court restructuring efforts, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement or the Plan, the RSA or any contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement or the Plan, the preparation or filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, and the administration and implementation of the Plan, including, without limitation, the issuance of the Reorganized HGE Common Stock, or the distribution of Property under the Plan or any other agreement.

"Exculpated Party" means collectively, and in each case in its capacity as such: (a) the Debtors; (b) the independent directors of the Debtors; and (c) any other statutory committee appointed in the Chapter 11 Cases and each of their respective members, solely in their respective capacities as such.

"Related Parties" means, with respect to any Entity, in each case in its capacity as such with respect to such Entity, (a) such Entity's current and former Affiliates and (b) such Entity's and such Entity's current and former Affiliates' directors, managers, officers, members of any Governing Body, equity holders (regardless of whether such interests are held directly or indirectly), affiliated investment funds or investment vehicles, managed accounts or funds, predecessors, successors, assigns (whether by operation of Law or otherwise), direct or indirect parent entities and/or subsidiaries, current, former, and future associated entities, managed or advised entities, accounts or funds, partners, limited partners, general partners, principals, members, management companies, fund advisors or managers, fiduciaries, employees, agents (including any disbursing agent), financial advisors, attorneys, accountants, consultants, investment bankers, representatives, and other professionals.

"Released Parties" means each of, and in each case in their capacity as such: (a) the Debtors; (b) the Reorganized Debtors; (c) 2HR Learning, Inc., including without limitation in its capacities as Plan Sponsor; (d) YYYYYY, LLC, including without limitation in its capacity as Senior DIP Lender; (e) Guidepost Global, including without limitation in its capacity as Junior DIP Lender; (f) Learn Capital, LLC; (g) Yu Capital; (h) WTI; (i) Girn; (j) Venn; (k) the Releasing Parties; (l) all Holders of Claims or Interests who do not affirmatively opt out of the releases provided by this Plan; (m) each current and former Affiliates of each Entity in clause (a) through

the following clause (l); and each Related Party of each Entity in clause (a) through (l); provided that, in each case, an Entity shall not be a Released Party if it: (x) elects to opt out of the releases contained in Article 10.3 hereof or (y) timely objects to the releases contained in Article 10.3 hereof and such objection is not resolved before Confirmation.

“Releasing Parties” means each of, and in each case in their capacity as such: (a) the Debtors; (b) the Reorganized Debtors; (c) 2HR Learning, Inc., including without limitation in its capacities as Plan Sponsor; (d) YYYYYY, LLC, including without limitation in its capacity as Senior DIP Lender; (e) Guidepost Global including without limitation in its capacity as Junior DIP Lender; (f) Learn Capital, LLC; (g) Yu Capital; (h) WTI; (i) Girn; (j) Venn; (k) all Holders of Claims or Interests that vote to accept or reject this Plan and who do not affirmatively opt out of the releases by timely completing and submitting the Opt-Out Form before the Voting Deadline; (l) all Holders of Claims or Interests that are deemed to accept or reject this Plan and who do not affirmatively opt out of the releases by timely completing and submitting the Opt-Out Form before the Voting Deadline; (m) all Holders of Claims or Interests who abstain from voting on this Plan and who do not affirmatively opt out of the releases by timely completing and submitting the Opt-Out Form before the Voting Deadline; (n) current and former Affiliates of each entity in clause (a) through the following clause (m) for which such Entity is legally entitled to bind such Affiliates to the releases contained in this Plan under applicable Law or that have otherwise received proper notice of this Plan; and (o) each Related Party of each Entity in clause (a) through this clause (m) for which such Entity is legally entitled to bind such Related Party to the releases contained in this Plan under applicable law or that have otherwise received proper notice of this Plan; *provided that*, in each case, an Entity shall not be a Releasing Party if it: (x) elects to opt out of the releases contained in Article 10.3 hereof or (y) timely objects to the releases contained in Article 10.3 hereof and such objection is not resolved before Confirmation. Notwithstanding the foregoing, and for the avoidance of doubt, no party shall be a Releasing Party to the extent that such party did not receive proper notice and service of the Opt-Out Form.

“RSA Parties” means the signatories to the RSA, including (a) the Debtors, (b) 2HR Learning, Inc., including without limitation in its capacities as Plan Sponsor; (c) YYYYYY, LLC, including without limitation in its capacity as Senior DIP Lender; (d) Guidepost Global including without limitation in its capacity as Junior DIP Lender; (e) Learn Capital, LLC; (f) Yu Capital; (g) WTI; (h) Girn; (i) Venn; and (j) with respect to the foregoing Entities, the Related Parties thereof to the extent permissible under applicable federal and state law.

ADDITIONAL INFORMATION

Plan Objection Deadline. The deadline for filing objections to final approval of the Disclosure Statement and confirmation of the Plan is **August 25, 2025, at 5:00 p.m. (prevailing Central Time)** (the “**Objection Deadline**”). All objections to the relief sought at the Confirmation Hearing **must:** (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest beneficially owned by such entity; (d) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Plan that would resolve such objections; and (e) be filed with the Court with proof of service thereof and served so as **actually to be received** on or before the Objection Deadline upon the Debtors and those parties who have filed a notice of appearance in these Chapter 11 Cases.

Assumption or Rejection of Executory Contracts. Under the terms of Article 9.1 of the Plan, on the Effective Date, except as otherwise provided in the Plan, the Plan Supplement, or in any contract, instrument, release, indenture, or other agreement or document entered into in connection with the Plan, all executory contracts and unexpired, including the Transferred Executory Contracts / Unexpired Leases, to which any Debtor is a party and which are listed on the Schedule of Assumed Contracts and Unexpired Leases, to be included in the Plan Supplement, shall be and shall be deemed to be assumed or assumed and assigned in accordance with the provisions and requirements of sections 365 and 1123 of the Bankruptcy Code, without the need for any further notice to or action, order, or approval of the Bankruptcy Court. All executory contracts and unexpired leases not listed on the Schedule of Assumed Contracts and Unexpired Leases, and not assumed or assumed and assigned prior to the Effective Date or otherwise the subject of a motion to assume or assume and assign filed on or before the Effective Date, and that were not previously rejected by the Debtors, shall be rejected as of the Effective Date in accordance with the provisions and requirements of sections 365 and 1123 of the Bankruptcy Code. Entry of the Confirmation Order by the Bankruptcy Court shall constitute approval of such assumptions or assumptions and assignments and rejections pursuant to sections 365 and 1123 of the Bankruptcy Code. **Claims for rejection damages must be filed in accordance with the provisions of Article 9.7 of the Plan.**

Obtaining Solicitation Materials. If you would like to obtain a copy of the Disclosure Statement Order, the Plan and Disclosure Statement, the Solicitation Procedures, or related documents, such materials are available free of charge by: (a) accessing the Debtors’ restructuring at www.veritaglobal.net/HigherGround; (b) writing to c/o KCC dba Verita, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) calling (888) 733-1431 (U.S. and Canada toll free) or (310) 751-2632 (international) and requesting to speak with a member of the solicitation group; or (d) submitting an inquiry via online form at www.veritaglobal.net/HigherGround/Inquiry. You may also obtain copies of any pleadings filed in the Chapter 11 Cases for a fee via PACER at <https://ecf.txnb.uscourts.gov/>.

The Plan Supplement. The Debtors will file the Plan Supplement (as defined in the Plan) on or before **August 22, 2025**. The Plan Supplement may be downloaded from the Debtors’ restructuring website at www.veritaglobal.net/HigherGround. You may also obtain copies of the Plan Supplement for a fee via PACER at <https://ecf.txnb.uscourts.gov>.

Binding Nature of the Plan:

If confirmed, the Plan shall bind all Holders of Claims and Interests to the maximum extent permitted by applicable law, whether or not such Holder will receive or retain any property or interest in property under the Plan, has filed a Proof of Claim in the Chapter 11 Cases or failed to vote to accept or reject the Plan or voted to reject the Plan.

DATED: [●], 2025

Respectfully submitted by:

/s/ draft

Holland N. O'Neil (TX 14864700)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com

-and-

Timothy C. Mohan (admitted *pro hac vice*)
FOLEY & LARDNER LLP
1144 15th Street, Ste. 2200
Denver, CO 80202
Telephone: (720) 437-2000
Facsimile: (720) 437-2200
tmohan@foley.com

-and-

Nora J. McGuffey (TX 24121000)
Quynh-Nhu Truong (TX 24137253)
FOLEY & LARDNER LLP
1000 Louisiana Street, Suite 2000
Houston, TX 77002
Telephone: (713) 276-5500
Facsimile: (713) 276-5555
nora.mcguffey@foley.com
qtruong@foley.com

**PROPOSED COUNSEL TO DEBTORS
AND DEBTORS IN POSSESSION**

EXHIBIT 3

Holland N. O'Neil (TX 14864700)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com

**PROPOSED COUNSEL TO
DEBTORS AND DEBTORS IN
POSSESSION**

Timothy C. Mohan
(admitted *pro hac vice*)
FOLEY & LARDNER LLP
1144 15th Street, Suite 2200
Denver, CO 80202
Telephone: (720) 437-2000
Facsimile: (720) 437-2200
tmohan@foley.com

Nora J. McGuffey (TX 24121000)
Quynh-Nhu Truong (TX 24137253)
FOLEY & LARDNER LLP
1000 Louisiana Street, Suite 2000
Houston, TX 77002
Telephone: (713) 276-5500
Facsimile: (713) 276-5555
nora.mcguffey@foley.com
qtruong@foley.com

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
Higher Ground Education, Inc., <i>et al.</i> , ¹	§	
	§	Case No.: 25-80121-11 (MVL)
Debtor.	§	
	§	(Jointly Administered)

**NOTICE OF (I) COMBINED HEARING ON THE
FINAL APPROVAL OF THE DISCLOSURE STATEMENT, CONFIRMATION OF
THE CHAPTER 11 PLAN, AND RELATED MATTERS, AND (II) OBJECTION
DEADLINES AND SUMMARY OF THE CHAPTER 11 PLAN**

**THE BANKRUPTCY COURT HAS GRANTED THE SCHEDULING ORDER
AUTHORIZING THE DEBTORS TO SOLICIT VOTES TO ACCEPT OR REJECT
THE PLAN FROM HOLDERS OF CLAIMS IN VOTING CLASSES**

**HOLDERS OF SUCH CLAIMS HAVE UNTIL AUGUST 25, 2025, AT 5:00 P.M.
(PREVAILING CENTRAL TIME) TO VOTE ON THE PLAN BY FOLLOWING
THE INSTRUCTIONS ON THEIR BALLOTS**

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal identification number, are: Higher Ground Education Inc. (7265); Guidepost A LLC (8540); Prepared Montessorian LLC (6181); Terra Firma Services LLC (6999); Guidepost Birmingham LLC (2397); Guidepost Bradley Hills LLC (2058); Guidepost Branchburg LLC (0494); Guidepost Carmel LLC (4060); Guidepost FIC B LLC (8609); Guidepost FIC C LLC (1518); Guidepost Goodyear LLC (1363); Guidepost Las Colinas LLC (9767); Guidepost Leawood LLC (3453); Guidepost Muirfield Village LLC (1889); Guidepost Richardson LLC (7111); Guidepost South Riding LLC (2403); Guidepost St Robert LLC (5136); Guidepost The Woodlands LLC (6101); Guidepost Walled Lake LLC (9118); HGE FIC D LLC (6499); HGE FIC E LLC (0056); HGE FIC F LLC (8861); HGE FIC G LLC (5500); HGE FIC H LLC (8817); HGE FIC I LLC (1138); HGE FIC K LLC (8558); HGE FIC L LLC (2052); HGE FIC M LLC (8912); HGE FIC N LLC (6774); HGE FIC O LLC (4678); HGE FIC P LLC (1477); HGE FIC Q LLC (3122); HGE FIC R LLC (9661); LePort Emeryville LLC (7324); AltSchool II LLC (0403). The Debtors' mailing address is 1321 Upland Dr. PMB 20442, Houston, Texas 77043.

**TO: ALL HOLDERS OF CLAIMS, HOLDERS OF INTERESTS, AND PARTIES IN
INTEREST IN THE ABOVE-CAPTIONED CHAPTER 11 CASES**

PLEASE TAKE NOTICE THAT on June 17, 2025 and June 18, 2025 (collectively, the “Petition Date”), Higher Ground Education, Inc. and its affiliated debtors and debtors in possession (together, the “Debtors”), commenced cases (the “Chapter 11 Cases”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Northern District of Texas (the “Bankruptcy Court”). After the Petition Date, the Debtors filed the *Joint Plan of Reorganization of Higher Ground Education, Inc., and its Affiliated Debtors* (as amended, supplemented, or otherwise modified from time to time, the “Plan”) [Docket No. [94], attached as Exhibit A to the *Disclosure Statement for the Joint Plan of Reorganization of Higher Ground Education, Inc., and its Affiliated Debtors* (as amended, supplemented, or otherwise modified from time to time, the “Disclosure Statement”) [Docket No. [97].² On [●], 2025, the Bankruptcy Court entered the *Order (I) Scheduling a Combined Hearing on (A) Adequacy Of Disclosure Statement and (B) Plan Confirmation; (II) Fixing Deadlines Related to Disclosure Statement Approval and Plan Confirmation; (III) Approving (A) Solicitation and Voting Procedures, (B) Form and Manner of Combined Hearing Notice and Objection Deadline, and (C) Notice Of Non-Voting Status; (IV) Conditionally Approving The Disclosure Statement, and (V) Granting Related Relief* [Docket No. [●]] (the “Scheduling Order”).

PLEASE TAKE FURTHER NOTICE THAT copies of the Plan, Disclosure Statement, Restructuring Support Agreement, and related documents are available (a) for a fee via PACER at <https://pacer.uscourts.gov/> (PACER login required); (b) for free at the Clerk of the Bankruptcy Court between the hours of 8:00 a.m. and 4:00 p.m., (prevailing Central Time); or (c) for free via the Debtors’ restructuring website, www.veritaglobal.net/HigherGround, maintained by the Debtors’ Voting Agent. Solicitation documents in paper format will also be provided, free of charge, upon request of the Voting Agent via (i) telephone at (888) 733-1431 (U.S./Canada, toll free) or +1 (310) 751-2632 (international, toll) or (ii) email at www.veritaglobal.net/HigherGround/Inquiry (with “HGE Solicitation Inquiry” in the subject line).

PLEASE TAKE FURTHER NOTICE THAT a combined hearing to consider final approval of the Disclosure Statement on a final basis and confirmation of the Plan and any objections thereto will be held before the Honorable Michelle V. Larson, United States Bankruptcy Judge, in Courtroom #2, Earle Cabell Federal Building, 1100 Commerce St., 14th Floor, Dallas, TX 75242-1496, on **September 3, 2025 at 9:30 a.m. (prevailing Central Time)**, subject to the Court’s availability (the “Combined Hearing”). Please be advised that the Combined Hearing may be continued from time to time by the Bankruptcy Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court and served on other parties entitled to notice. The

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Plan or Disclosure Statement, as applicable. The statements contained herein are summaries of the provisions contained in the Plan and Disclosure Statement and do not purport to be precise or complete statements of all the terms and provisions of the Plan or documents referred to therein. To the extent there is a discrepancy between the terms herein and the Plan or Disclosure Statement, the Plan or Disclosure Statement, as applicable, shall govern and control.

Debtors expect to meet the requirements for confirmation of the Plan and to emerge from bankruptcy shortly after the Combined Hearing.

PLEASE TAKE FURTHER NOTICE THAT any objections to final approval of the Disclosure Statement and/or confirmation of the Plan (each, an “Objection”) must be filed with the Clerk of the Bankruptcy Court no later than **5:00 p.m. (prevailing Central Time) on August 25, 2025** (the “Objection Deadline”). Further, any Objection must: (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Rules for the Northern District of Texas; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest owned or beneficially owned by such entity or individual; (d) state with particularity the legal and factual bases for such Objections, and, if practicable, a proposed modification to the Plan or Disclosure Statement that would resolve such Objections; and (e) be served on the Notice Parties on or before the Objection Deadline. **Any Objection that fails to comply with the requirements set forth in the Scheduling Order may not be considered and may be overruled.**

UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT.

CRITICAL INFORMATION REGARDING INJUNCTIONS, EXCULPATIONS, AND RELEASES

ARTICLE 10 OF THE PLAN CONTAINS RELEASE, EXCULPATION, INJUNCTION, AND RELATED PROVISIONS, AND ARTICLE 10.3 OF THE PLAN CONTAINS THIRD-PARTY RELEASES. **THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MAY BE AFFECTED THEREUNDER. HOLDERS OF CLAIMS ARE DEEMED TO NOT GRANT THE THIRD-PARTY RELEASES SET FORTH IN ARTICLE 10.3 OF THE PLAN SOLELY TO THE EXTENT A HOLDER AFFIRMATIVELY OPTS OUT OF SUCH GRANT BY COMPLETING AND RETURNING THE OPT-OUT FORM ON OR BEFORE AUGUST 25, 2025, AT 5:00 P.M. (PREVAILING CENTRAL TIME).**

YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE DISCHARGE, RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

EXHIBIT 4

Holland N. O'Neil (TX 14864700)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com

**PROPOSED COUNSEL TO
DEBTORS AND DEBTORS IN
POSSESSION**

Timothy C. Mohan
(admitted *pro hac vice*)
FOLEY & LARDNER LLP
1144 15th Street, Suite 2200
Denver, CO 80202
Telephone: (720) 437-2000
Facsimile: (720) 437-2200
tmohan@foley.com

Nora J. McGuffey (TX 24121000)
Quynh-Nhu Truong (TX 24137253)
FOLEY & LARDNER LLP
1000 Louisiana Street, Suite 2000
Houston, TX 77002
Telephone: (713) 276-5500
Facsimile: (713) 276-5555
nora.mcguffey@foley.com
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

Higher Ground Education, Inc., *et al.*,¹

Debtor.

§
§ Chapter 11
§
§ Case No.: 25-80121-11 (MVL)
§
§ (Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR
REJECT THE JOINT CHAPTER 11 PLAN OF REORGANIZATION OF HIGHER
GROUND EDUCATION, INC. AND ITS AFFILIATED DEBTORS**

**HOLDERS OF CLASS [] CLAIMS SHOULD READ THIS ENTIRE BALLOT BEFORE
COMPLETING.**

**FOR YOUR VOTE TO BE COUNTED, THIS BALLOT MUST BE COMPLETED,
EXECUTED, AND RETURNED SO AS TO BE ACTUALLY RECEIVED BY THE
CLAIMS AND NOTICING AGENT BY AUGUST 25, 2025, AT 5:00 P.M. (PREVAILING
CENTRAL TIME) (THE “VOTING DEADLINE”). IF THIS BALLOT IS NOT
PROPERLY COMPLETED, EXECUTED, AND RECEIVED BY THE CLAIMS AND
NOTICING AGENT ON OR BEFORE THE VOTING DEADLINE, THEN THE VOTES
TRANSMITTED BY THIS BALLOT WILL NOT BE COUNTED.**

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal identification number, are: Higher Ground Education Inc. (7265); Guidepost A LLC (8540); Prepared Montessorian LLC (6181); Terra Firma Services LLC (6999); Guidepost Birmingham LLC (2397); Guidepost Bradley Hills LLC (2058); Guidepost Branchburg LLC (0494); Guidepost Carmel LLC (4060); Guidepost FIC B LLC (8609); Guidepost FIC C LLC (1518); Guidepost Goodyear LLC (1363); Guidepost Las Colinas LLC (9767); Guidepost Leawood LLC (3453); Guidepost Muirfield Village LLC (1889); Guidepost Richardson LLC (7111); Guidepost South Riding LLC (2403); Guidepost St Robert LLC (5136); Guidepost The Woodlands LLC (6101); Guidepost Walled Lake LLC (9118); HGE FIC D LLC (6499); HGE FIC E LLC (0056); HGE FIC F LLC (8861); HGE FIC G LLC (5500); HGE FIC H LLC (8817); HGE FIC I LLC (1138); HGE FIC K LLC (8558); HGE FIC L LLC (2052); HGE FIC M LLC (8912); HGE FIC N LLC (6774); HGE FIC O LLC (4678); HGE FIC P LLC (1477); HGE FIC Q LLC (3122); HGE FIC R LLC (9661); LePort Emeryville LLC (7324); AltSchool II LLC (0403). The Debtors' mailing address is 1321 Upland Dr. PMB 20442, Houston, Texas 77043.

YOU CAN OBTAIN COPIES IN PAPER FORMAT OF ANY SOLICITATION MATERIALS (A) FREE OF CHARGE BY (I) ACCESSING THE DEBTORS' RESTRUCTURING WEBSITE AT www.veritaglobal.net/HigherGround; (II) WRITING TO HIGHER GROUND EDUCATION, INC., ET AL., BALLOT PROCESSING, C/O KCC DBA VERITA, 222 N. PACIFIC COAST HIGHWAY, SUITE 300, EL SEGUNDO, CA 90245; (III) CALLING (888) 733-1431 (U.S. and Canada toll free) or (310) 751-2632 (international) AND REQUESTING TO SPEAK WITH A MEMBER OF THE SOLICITATION GROUP; OR (IV) SUBMITTING AN INQUIRY VIA ONLINE FORM AT www.veritaglobal.net/HigherGround/Inquiry; OR (B) FOR A FEE VIA PACER AT [HTTPS://ECF.TXNB.USCOURTS.GOV/](https://ecf.txnb.uscourts.gov/).

Higher Ground Education, Inc. (“HGE”) and its affiliated debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) are soliciting votes with respect to the *Joint Plan of Reorganization of Higher Ground Education, Inc. and its Affiliated Debtors* [Docket No. 94] (as may modified, amended, or supplemented from time to time, the “Plan”). The United States Bankruptcy Court for the Northern District of Texas (the “Court”) has conditionally approved that certain *Disclosure Statement for the Joint Plan of Reorganization of Higher Ground Education, Inc. and its Affiliated Debtors* [Docket No. 97] (the “Disclosure Statement”) as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●], 2025 [Docket No. ●] (the “Disclosure Statement Order”).² The Court’s approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You are receiving this Ballot because you are a Holder of a Class [●] Claim as of **July 22, 2025** (the “Voting Record Date”). Under the terms of the Plan, Holders of Class [●] Claims are entitled to vote to accept or reject the Plan.

If the Plan is confirmed by the Court, it will be binding on you whether or not you vote or if you vote to reject the Plan. To have your vote counted, you must complete, sign, and return this Ballot by **August 25, 2025, at 5:00 p.m. (prevailing Central Time)** (the “Voting Deadline”).

ARTICLE 10 OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE 10.3 CONTAINS THIRD-PARTY RELEASES. INCLUDED IN ITEM 3 OF THIS BALLOT IS AN OPT-OUT RELEASE RELATED TO THE THIRD-PARTY RELEASE BY HOLDERS OF CLAIMS SET FORTH IN ARTICLE 10.3 OF THE PLAN.

YOU MAY CHECK THE BOX BELOW TO ELECT TO NOT GRANT THE THIRD-PARTY RELEASES CONTAINED IN ARTICLE 10.3 OF THE PLAN. YOU WILL NOT BE CONSIDERED A “RELEASING PARTY” UNDER THE PLAN ONLY IF YOU CHECK THE BOX IN ITEM 3 AND SUBMIT THE OPT-OUT FORM BY THE VOTING DEADLINE. THE ELECTION TO NOT GRANT THE THIRD-PARTY RELEASE IS AT YOUR OPTION.

² Capitalized terms used but not otherwise defined herein shall have the same meanings set forth in the Plan, Disclosure Statement, or Disclosure Statement Order, as applicable.

BY OPTING OUT OF THE RELEASES SET FORTH IN ARTICLE 10.3 OF THE PLAN, YOU WILL NOT HAVE THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE 10.3 OF THE PLAN TO THE EXTENT YOU ARE A RELEASING PARTY IN CONNECTION THEREWITH.

PLEASE BE ADVISED THAT YOUR DECISION TO OPT OUT AND NOT GRANT THE THIRD-PARTY RELEASES CONTAINED IN ARTICLE 10.3 DOES NOT AFFECT THE AMOUNT OF DISTRIBUTION YOU WILL RECEIVE UNDER THE PLAN. SPECIFICALLY, YOUR RECOVERY UNDER THE PLAN WILL BE THE SAME IF YOU OPT OUT.

Your rights are further described in the Plan and Disclosure Statement and related materials, which were included in the package (the “**Solicitation Package**”) you are receiving with this Ballot. If you would like paper copies of the Plan and Disclosure Statement and other materials, or if you need to obtain additional Solicitation Packages, you may obtain them (a) at no charge from Kurtzman Carson Consultants, LLC d/b/a Verita Global (the “**Claims and Noticing Agent**”) by: (i) accessing the Debtors’ restructuring website at www.veritaglobal.net/HigherGround; (b) writing to Higher Ground Claims Processing Center, Verita Global, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245; (c) calling (888) 733-1431 (U.S. and Canada toll free) or (310) 751-2632 (international); or (d) submitting an inquiry via online form at www.veritaglobal.net/HigherGround/Inquiry; or (e) for a fee via PACER at <https://ecf.txnb.uscourts.gov/>.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, opting out of the Releases by Holders of Claims, and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Claims and Noticing Agent immediately at the address or telephone number set forth above.

You should review the Disclosure Statement, the Plan, and the instructions contained herein before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class [●] under the Plan. If you hold Claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote. **THE DEBTORS AND THE CLAIMS AND NOTICING AGENT ARE NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.**

Instructions for Completing Ballots

1. The Debtors are soliciting the votes of Holders of Claims with respect to the Plan. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT.**

2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the Holders of at least two-thirds in total dollar amount and more than one-half in number of Claims that actually vote on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. The Court may confirm the Plan and thereby bind you by the terms of the Plan. Please review the Disclosure Statement for more information.

3. To ensure your Ballot is counted, you **must** complete and submit this Ballot as instructed herein. **Ballots will not be accepted by electronic mail or facsimile.**

4. If you believe you have received the wrong Ballot, you should contact the Claims and Noticing Agent immediately at the address, telephone number, or email address set forth below.

5. **Use of Ballot.** To ensure that your Ballot is counted, you must: (a) complete your Ballot in accordance with these instructions; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) clearly sign and submit your Ballot as instructed herein.

6. Your Ballot **must** be returned to the Claims and Noticing Agent so as to be actually received by the Claims and Noticing Agent on or before the Voting Deadline. The Voting Deadline is **August 25, 2025, at 5:00 p.m. (prevailing Central Time).**

7. If a Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it may be counted only in the sole and absolute discretion of the Debtors. Additionally, the following Ballots will not be counted:

- a. any Ballot that partially rejects and partially accepts the Plan;
- b. Ballots sent to the Debtors, the Debtors' agents (other than the Claims and Noticing Agent), or to the Debtors' financial or legal advisors, and if so sent, will not be counted;
- c. any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim;
- d. Ballots sent by electronic mail or facsimile;
- e. any Ballot cast by a person who does not hold, or represent a person that holds, a Claim in Class [●];
- f. any Ballot submitted by a Holder not entitled to vote pursuant to the Plan;

- g. any unsigned Ballot (for the avoidance of doubt, Ballots validly submitted through the E-Ballot Portal will be deemed signed);
- h. any non-original Ballot (for the avoidance of doubt, Ballots validly submitted through the E-Ballot Portal will be deemed original); and/or
- i. any Ballot not marked to accept or reject the Plan, or any Ballot marked both to accept the Plan.

8. The method of delivery of Ballots to the Claims and Noticing Agent is at the election and risk of each Holder of a Class [●] Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Claims and Noticing Agent actually receives the originally executed Ballot. In all cases, Holders should allow sufficient time to ensure timely delivery.

9. If multiple Ballots are received from the same Holder of a Class [●] Claim with respect to the same Holder of a Class [●] Claim prior to the Voting Deadline, the latest, timely received, and properly completed Ballot will supersede and revoke any earlier received Ballots.

10. You must vote all of your Holder of a Class [●] Claim either to accept or reject the Plan and may not split your vote.

11. This Ballot does **not** constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.

12. **Please be sure to sign and date your Ballot.** If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Claims and Noticing Agent, the Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the ballot.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, THESE VOTING INSTRUCTIONS, OR THE PROCEDURES FOR VOTING, PLEASE CALL THE CLAIMS AND NOTICING AGENT AT:

U.S. TOLL FREE: (888) 733-1431

INTERNATIONAL: (310) 751-2632

EMAIL: www.veritaglobal.net/HigherGround/Inquiry

PLEASE SUBMIT YOUR BALLOT PROMPTLY

IF THE CLAIMS AND NOTICING AGENT DOES NOT ACTUALLY RECEIVE THIS BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS ON AUGUST 25, 2025, AT 5:00 P.M. (PREVAILING CENTRAL TIME), AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE TRANSMITTED HEREBY MAY BE COUNTED ONLY IN THE DISCRETION OF THE DEBTORS.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the Holder of a Class [•] Claim(s) in the following aggregate unpaid principal amount:

Voting Class	Description	Amount
Class [•]	[•]	\$[•]

Item 2. Vote on the Plan.

The Holder of the Class [•] Claim set forth in Item 1 votes to (please check only one box):

ACCEPT (vote FOR) the Plan

REJECT (vote AGAINST) the Plan

Item 3. Important information regarding the Third-Party Release and Opt-Out Rights.

YOU MAY CHECK THE BOX BELOW TO NOT GRANT THE THIRD-PARTY RELEASES CONTAINED IN ARTICLE 10.3 OF THE PLAN. YOU WILL NOT BE CONSIDERED A “RELEASING PARTY” UNDER THE PLAN ONLY IF YOU CHECK THE BOX BELOW AND SUBMIT THE OPT-OUT FORM BY THE VOTING DEADLINE. THE ELECTION TO NOT GRANT THE THIRD-PARTY RELEASE IS AT YOUR OPTION.

PLEASE BE ADVISED THAT BY OPTING OUT OF THE RELEASES SET FORTH IN ARTICLE 10.3 OF THE PLAN, YOU WILL NOT HAVE THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE 10.3 OF THE PLAN TO THE EXTENT YOU ARE A RELEASING PARTY IN CONNECTION THEREWITH. YOUR DECISION TO OPT OUT AND NOT GRANT THE RELEASES CONTAINED IN ARTICLE 10.3 DOES NOT AFFECT THE AMOUNT OF DISTRIBUTION YOU WILL RECEIVE UNDER THE PLAN. SPECIFICALLY, YOUR RECOVERY UNDER THE PLAN WILL BE THE SAME IF YOU OPT OUT.

The Holder of the Class [•] Claim against the Debtors set forth in Item 1 elects to:

OPT OUT of the Third-Party Release set forth in Article 10.3 of the Plan

Item 4. Certifications.

By Signing this Ballot, the undersigned certifies to the Court and the Debtors that:

1. as of the Voting Record Date, the undersigned is either: (a) the Holder of the Class [•] Claim(s) being voted or (b) an authorized signatory of such Holder;
2. it has received the Solicitation Package and acknowledges that the solicitation is

being made pursuant to the terms and conditions set forth therein;

3. it has cast the same vote with respect to all Class [●] Claims held by it or the Holder on whose behalf it is submitting this Ballot, as applicable;

4. no other Ballots with respect to the amount of the Class [●] Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such Ballots dated earlier are hereby revoked;

5. it acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of the Class [●] Claim(s) held by it or the Holder on whose behalf it is submitting this Ballot, as applicable;

6. it understands and, if accepting the Plan, agrees with the treatment provided under the Plan for the Class [●] Claim(s) held by it or the Holder on whose behalf it is submitting this Ballot, as applicable;

7. it understands that, if it casts a vote to accept or reject the Plan and does not complete the Release Opt-Out in Item 3, it or the Holder on whose behalf it is submitting this Ballot, as applicable, shall not be a “Releasing Party” under the Plan (unless such Holder is already a “Releasing Party” by virtue of being a “Releasing Party”);

8. it acknowledges and understands that (a) if no Holders of Claims eligible to vote in a particular Class vote to accept or reject the Plan, the Plan shall be deemed accepted by the Holders of such Claims in such Class and (b) any Class of Claims that does not have a Holder of an Allowed Claim or a Claim temporarily allowed by the Court as of the date of the Confirmation Hearing may be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to section 1129(a)(8) of the Bankruptcy Code; and

9. it acknowledges and agrees that the Debtors may make conforming changes to the Plan to the extent provided by Bankruptcy Rule 3019 as may be reasonably necessary and that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

PLEASE SUBMIT YOUR BALLOT BY ONLY ONE OF THE FOLLOWING METHODS:

Via Paper Ballot. Complete, sign, and date this Ballot and return it (with an original signature) promptly in the envelope provided, or:

If by First Class mail, overnight courier or hand delivery:

Higher Ground Education, Inc., et al., Ballot Processing
c/o KCC dba Verita
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

OR

Via E-Ballot Portal. Submit your Ballot via the Claims and Noticing Agent’s online portal by visiting [●]. Click on the “File a Ballot” section of the Debtors’ website and follow the instructions to submit your E-Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized E-Ballot:

Unique E-Ballot Password: _____

“E-Balloting” is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile or email will not be counted. Each E-Ballot Password is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot Password you receive, as applicable.

Creditors who cast a Ballot using the E-Ballot Portal should NOT also submit a paper Ballot.

Name of Holder:	_____
	(Print or Type)
Signature:	_____
Name of Signatory: ³	_____
	(If other than Holder)
Title:	_____
Address:	_____

Telephone Number:	_____
Email:	_____
Date Completed:	_____

PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT PROMPTLY IN ACCORDANCE WITH ONE OF THE APPROVED SUBMISSION METHODS DESCRIBED ABOVE. YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS AUGUST 25, 2025, AT 5:00 P.M. (PREVAILING CENTRAL TIME).

IF THE CLAIMS AND NOTICING AGENT DOES NOT *ACTUALLY RECEIVE* THIS BALLOT BY AUGUST 25, 2025, AT 5:00 P.M. (PREVAILING CENTRAL TIME), AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE TRANSMITTED BY

³ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

**THIS BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE PLAN
ONLY IN THE DISCRETION OF THE DEBTOR.**

EXHIBIT 5

Holland N. O'Neil (TX 14864700)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com

**PROPOSED COUNSEL TO
DEBTORS AND DEBTORS IN
POSSESSION**

Timothy C. Mohan
(admitted pro hac vice)
FOLEY & LARDNER LLP
1144 15th Street, Suite 2200
Denver, CO 80202
Telephone: (720) 437-2000
Facsimile: (720) 437-2200
tmohan@foley.com

Nora J. McGuffey (TX 24121000)
Quynh-Nhu Truong (TX 24137253)
FOLEY & LARDNER LLP
1000 Louisiana Street, Suite 2000
Houston, TX 77002
Telephone: (713) 276-5500
Facsimile: (713) 276-5555
nora.mcguffey@foley.com
qtruong@foley.com

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
Higher Ground Education, Inc., <i>et al.</i> , ¹	§	Case No.: 25-80121-11 (MVL)
	§	
Debtor.	§	(Jointly Administered)

**NOTICE OF NON-VOTING STATUS TO HOLDERS OF UNIMPAIRED
CLAIMS OR INTERESTS CONCLUSIVELY PRESUMED TO ACCEPT THE PLAN**

On [●], 2025, the United States Bankruptcy Court for the Northern District of Texas (the “**Court**”) entered an order [Docket No. ●] (the “**Disclosure Statement Order**”): (a) authorizing Higher Ground Education, Inc. (“**HGE**”) and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) to solicit acceptances for the *Joint Plan of Reorganization of Higher Ground Education, Inc. and its Affiliated Debtors* [Docket No. 94] (as may modified, amended, or supplemented from time to time, the “**Plan**”); (b) conditionally approving the *Disclosure Statement for the Joint Plan of Reorganization of Higher Ground Education, Inc. and its Affiliated Debtors* [Docket No. 97] (as may modified, amended, or supplemented from time to time hereafter, including all exhibits and supplements thereto, the “**Disclosure Statement**”) as containing “adequate information” pursuant

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal identification number, are: Higher Ground Education Inc. (7265); Guidepost A LLC (8540); Prepared Montessorian LLC (6181); Terra Firma Services LLC (6999); Guidepost Birmingham LLC (2397); Guidepost Bradley Hills LLC (2058); Guidepost Branchburg LLC (0494); Guidepost Carmel LLC (4060); Guidepost FIC B LLC (8609); Guidepost FIC C LLC (1518); Guidepost Goodyear LLC (1363); Guidepost Las Colinas LLC (9767); Guidepost Leawood LLC (3453); Guidepost Muirfield Village LLC (1889); Guidepost Richardson LLC (7111); Guidepost South Riding LLC (2403); Guidepost St Robert LLC (5136); Guidepost The Woodlands LLC (6101); Guidepost Walled Lake LLC (9118); HGE FIC D LLC (6499); HGE FIC E LLC (0056); HGE FIC F LLC (8861); HGE FIC G LLC (5500); HGE FIC H LLC (8817); HGE FIC I LLC (1138); HGE FIC K LLC (8558); HGE FIC L LLC (2052); HGE FIC M LLC (8912); HGE FIC N LLC (6774); HGE FIC O LLC (4678); HGE FIC P LLC (1477); HGE FIC Q LLC (3122); HGE FIC R LLC (9661); LePort Emeryville LLC (7324); AltSchool II LLC (0403). The Debtors’ mailing address is 1321 Upland Dr. PMB 20442, Houston, Texas 77043.

to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “**Solicitation Packages**”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan (the “**Solicitation Procedures**”).

Because of the nature and treatment of your Claim or Interest under the Plan, **you are not entitled to vote on the Plan**. Specifically, under the terms of the Plan, as a Holder of a Claim (as currently asserted against the Debtors) or Interest in the Debtors that is not Impaired and conclusively deemed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code, you are **not** entitled to vote on the Plan.

The hearing at which the Court will consider both final approval of the Disclosure Statement and confirmation of the Plan (the “**Combined Hearing**”) will commence on **September 3, 2025, at 9:30 a.m. (prevailing Central Time)**, before the Honorable Michelle V. Larson, United States Bankruptcy Judge for the Northern District of Texas, U.S. Bankruptcy Court, 1100 Commerce Street, 14th Floor, Courtroom No. 2, Dallas, TX 75242 OR via WEBEX.

PLEASE TAKE FURTHER NOTICE that you may participate in the Combined Hearing in-person or via WEBEX (by video or telephone via the Court’s WebEx platform):

- **For WebEx Video Participation/Attendance:**
Link: <https://us-courts.webex.com/meet/larson>
- **For WebEx Telephonic Only Participation/Attendance:**
Dial-In: 1-650-479-3207; Access code: 2301 476 1957

A copy of Judge Larson’s WebEx Hearing Instructions is attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that the Combined Hearing will be conducted in a hybrid format: parties may make appearances in the courtroom or via WebEx; *provided, however*, parties who will be offering evidence or participating in examination must make appearances in person in Judge Larson’s courtroom; *provided, further*, witnesses may appear remotely/virtually in accordance with Judge Larson’s WebEx Hearing Instructions. All parties attending the Hearing, whether in person or via WebEx, should sign in electronically on Judge Larson’s webpage. The sign-in sheet may be found at the following: <https://www.txnb.uscourts.gov/electronic-appearances-0>.

The deadline for filing objections to final approval of the Disclosure Statement and confirmation of the Plan is **August 25, 2025, at 5:00 p.m. (prevailing Central Time)** (the “**Objection Deadline**”). Any objection to the relief sought at the Combined Hearing **must**: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest beneficially owned by such entity; (d) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Plan that would resolve such objections; and (e) be filed with the Court with proof of service thereof and served so as actually to be received on or before the Objection Deadline upon the Debtors and those parties who have filed a notice of appearance in these Chapter 11 Cases.

If you would like to obtain a copy of the Disclosure Statement Order, the Plan, the Disclosure Statement, the Solicitation Procedures, or related documents, you may obtain them (a) at no charge from Kurtzman Carson Consultants, LLC d/b/a Verita Global (the “**Claims and Noticing Agent**”) by: (i) accessing the Debtors’ restructuring website at www.veritaglobal.net/HigherGround; (ii) writing to Higher Ground Education, Inc., et al. Ballot Processing, c/o KCC dba Verita, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (iii) calling the Debtors’ restructuring hotline at (888) 733-1431 (U.S./Canada) (toll-free), +1 (310) 751-2632 (International) and requesting to speak with a member of the solicitation group; or (iv) submitting an inquiry to www.veritaglobal.net/HigherGround/Inquiry; or (iv) for a fee via PACER at <https://ecf.txnb.uscourts.gov/>.

IMPORTANT INFORMATION REGARDING THE THIRD-PARTY RELEASES AND OPT-OUT RIGHTS.

ARTICLE 10 OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE 10.3 CONTAINS THIRD-PARTY RELEASES. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

HOLDERS OF CLAIMS OR INTERESTS NOT ENTITLED TO VOTE ON THE PLAN AND THAT DO NOT ELECT TO OPT-OUT OF THE THIRD-PARTY RELEASES CONTAINED IN ARTICLE 10.3 OF THE PLAN USING THE ENCLOSED OPT-OUT FORM ON OR BEFORE THE VOTING DEADLINE WILL BE BOUND BY THE THIRD-PARTY RELEASES CONTAINED IN ARTICLE 10.3 OF THE PLAN.

PLEASE BE ADVISED THAT YOUR DECISION TO OPT OUT DOES NOT AFFECT THE AMOUNT OF DISTRIBUTION YOU WILL RECEIVE UNDER THE PLAN. SPECIFICALLY, YOUR RECOVERY UNDER THE PLAN WILL BE THE SAME IF YOU OPT OUT.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY.

DATED: [●], 2025

Respectfully submitted by:

/s/ draft

Holland N. O'Neil (TX 14864700)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com

-and-

Timothy C. Mohan (admitted *pro hac vice*)
FOLEY & LARDNER LLP
1144 15th Street, Ste. 2200
Denver, CO 80202
Telephone: (720) 437-2000
Facsimile: (720) 437-2200
tmohan@foley.com

-and-

Nora J. McGuffey (TX 24121000)
Quynh-Nhu Truong (TX 24137253)
FOLEY & LARDNER LLP
1000 Louisiana Street, Suite 2000
Houston, TX 77002
Telephone: (713) 276-5500
Facsimile: (713) 276-5555
nora.mcguffey@foley.com
qtruong@foley.com

**PROPOSED COUNSEL TO DEBTORS
AND DEBTORS IN POSSESSION**

RELEASE OPT-OUT FORM

You are receiving this release opt-out form (the “**Opt-Out Form**”) because you are or may be a Holder of a Claim or Interest that is not entitled to vote on the *Joint Plan of Reorganization of Higher Ground Education, Inc. and its Affiliated Debtors* (as modified, amended, or supplemented from time to time, the “**Plan**”). Except as otherwise set forth in the definition of Releasing Party in the Plan, Holders of Claims or Interests who are not entitled to vote on the Plan are only deemed to not grant the releases to those Releasing Parties set forth in Article 10.3 of the Plan (the “**Third-Party Releases**”) if the Holder affirmatively opts out of the Third-Party Releases by completing and returning this form in accordance with the directions herein on or before **August 25, 2025, at 5:00 p.m. (prevailing Central Time)** (the “**Voting Deadline**”).

If you believe you are a Holder of a Claim or Interest with respect to the Debtors and choose to opt out of the Third-Party Release set forth in Article 10.3 of the Plan, please promptly complete, sign, and date this Opt-Out Form and return it via first class mail, overnight courier, the Claims and Noticing Agent’s online portal, or hand delivery to Kurtzman Carson Consultants, LLC d/b/a Verita Global (the “**Claims and Noticing Agent**”) at the address set forth below. Holders are strongly encouraged to submit any Opt-Out Form through the Claims and Noticing Agent’s online portal. Parties that submit their Opt-Out Form using the online portal should **NOT** also submit a paper Opt-Out Form.

THIS OPT-OUT FORM MUST BE ACTUALLY RECEIVED BY THE CLAIMS AND NOTICING AGENT BY THE VOTING DEADLINE. IF THE RELEASE OPT-OUT FORM IS RECEIVED AFTER THE VOTING DEADLINE, IT WILL NOT BE COUNTED.

Item 1. Important information regarding the Third-Party Releases.

Article 10.3 of the Plan contains the following Third-Party Releases:

Notwithstanding anything contained herein or the Confirmation Order to the contrary, pursuant to section 1123(b) of the Bankruptcy Code, to the maximum extent permitted by applicable law, in exchange for good and valuable consideration, including the obligations of the Debtors under this Plan and the contributions and services of the Released Parties in facilitating the reorganization of the Debtors and implementation of the Plan, the adequacy of which is hereby confirmed, on and after the Effective Date, each Released Party is hereby conclusively, absolutely, unconditionally, irrevocably and forever, released, waived, and discharged by each and all of the Releasing Parties, in each case on behalf of themselves and their respective successors, assigns, and representatives, and any and all other Entities who may purport to assert any Cause of Action, directly or derivatively, by, through, for, or because of the foregoing Entities, from any and all claims and Causes of Action whatsoever (including any derivative claims, asserted or assertable on behalf of any of the Debtors, the Reorganized Debtors, and their Estates), obligations, rights, suits, or damages, whether liquidated or unliquidated, fixed, or contingent, matured, or unmatured, known or unknown, foreseen or unforeseen, asserted or unasserted, accrued or unaccrued, existing or herein after arising, whether in law or equity, whether sounding in tort or contract, whether arising under federal or state statutory or common law, or any other applicable international, foreign, or domestic law, rule, statute, regulation, treaty, right,

duty, requirement, or otherwise, that such Holders or their Estates, Affiliates, heirs, executors, administrators, successors, assigns, managers, accountants, attorneys, representatives, consultants, agents, and any other Persons claiming under or through them would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the Holder of any Claim against, or Interest in, the Debtors, the Reorganized Debtors, and their Estates, including without limitation, based on or relating to, or in any manner arising from, in whole or in part, among other things, the Debtors or their Estates (including the capital structure, management, ownership, or operation thereof), the Chapter 11 Cases, the Plan, the Reorganized Debtors (including the capital structure, management, ownership, or operation thereof), the purchase, sale, or rescission of any Security of the Debtors, the Reorganized Debtors, and their Estates, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in this Plan, the business or contractual arrangements or interaction between or among any Debtor and any Released Party, the operations and financings in respect of the Debtors (whether before or after the Petition Date), the distribution of any Cash or other property of the Debtors to any Released Party, the assertion of enforcement of rights or remedies against the Debtors, the restructuring of any Claim or Interest before or during the Chapter 11 Cases including all prior recapitalizations, restructurings, or refinancing efforts and transactions, any Securities issued by the Debtors and the ownership thereof, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions, the decision to file the Chapter 11 Cases, any related adversary proceedings, the formulation, documentation, preparation, dissemination, solicitation, negotiation, entry into, or filing of the Disclosure Statement, this Plan, the Plan Supplement, the RSA, the DIP Loans, DIP Financing Documents, or any Definitive Document, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of this Plan, including the issuance or distribution of Securities pursuant to this Plan, or the distribution of property under this Plan or any other related agreement, or upon any other act, or omission, transaction, agreement, event, or other occurrence taking place on or before, in respect of the foregoing clause, the Effective Date; provided, that the provisions of this Third-Party Release shall not operate to waive, release, or otherwise impair any Causes of Action arising from willful misconduct, actual or criminal fraud, or gross negligence of such applicable Released Party as determined by the Final Order of the Bankruptcy Court or any other court of competent jurisdiction.

Notwithstanding anything to the contrary in the foregoing, the Released Parties do not, pursuant to the releases set forth above, release: (a) any Causes of Action identified in the Schedule of Retained Causes of Action; (b) any post-Effective Date obligations of any party or Entity under this Plan, the Confirmation Order, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement this Plan or transactions thereunder; or (c) the rights of any Holder of Allowed Claims or Interests to receive distributions under this Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the Third-Party Release, which includes by reference each of the related provisions and definitions contained in this Plan, and further, shall constitute the Bankruptcy Court's finding that the Third-Party Release is: (a) consensual; (b) essential to the Confirmation of

this Plan; (c) given in exchange for the good and valuable consideration provided by the Released Parties, including the Released Parties' contributions to facilitating the transactions contemplated in the Plan and implementing this Plan; (d) in the best interests of the Debtors and their Estates; (e) fair, equitable, and reasonable; (f) given and made after due notice and opportunity for a hearing; and (g) a bar to any of the Releasing Parties asserting any Claim or Cause of Action released pursuant to the Third-Party Release.

Article 1 of the Plan contains the following definitions:

"Related Parties" means, with respect to any Entity, in each case in its capacity as such with respect to such Entity, (a) such Entity's current and former Affiliates and (b) such Entity's and such Entity's current and former Affiliates' directors, managers, officers, members of any Governing Body, equity holders (regardless of whether such interests are held directly or indirectly), affiliated investment funds or investment vehicles, managed accounts or funds, predecessors, successors, assigns (whether by operation of Law or otherwise), direct or indirect parent entities and/or subsidiaries, current, former, and future associated entities, managed or advised entities, accounts or funds, partners, limited partners, general partners, principals, members, management companies, fund advisors or managers, fiduciaries, employees, agents (including any disbursing agent), financial advisors, attorneys, accountants, consultants, investment bankers, representatives, and other professionals.

"Released Parties" means each of, and in each case in their capacity as such: (a) the Debtors; (b) the Reorganized Debtors; (c) 2HR Learning, Inc., including without limitation in its capacities as Plan Sponsor; (d) YYYYYY, LLC, including without limitation in its capacity as Senior DIP Lender; (e) Guidepost Global, including without limitation in its capacity as Junior DIP Lender; (f) Learn Capital, LLC; (g) Yu Capital; (h) WTI; (i) Girn; (j) Venn; (k) the Releasing Parties; (l) all Holders of Claims or Interests who do not affirmatively opt out of the releases provided by this Plan; (m) each current and former Affiliates of each Entity in clause (a) through the following clause (l); and each Related Party of each Entity in clause (a) through (l); provided that, in each case, an Entity shall not be a Released Party if it: (x) elects to opt out of the releases contained in Article 10.3 hereof or (y) timely objects to the releases contained in Article 10.3 hereof and such objection is not resolved before Confirmation.

"Releasing Parties" means each of, and in each case in their capacity as such: (a) the Debtors; (b) the Reorganized Debtors; (c) 2HR Learning, Inc., including without limitation in its capacities as Plan Sponsor; (d) YYYYYY, LLC, including without limitation in its capacity as Senior DIP Lender; (e) Guidepost Global including without limitation in its capacity as Junior DIP Lender; (f) Learn Capital, LLC; (g) Yu Capital; (h) WTI; (i) Girn; (j) Venn; (k) all Holders of Claims or Interests that vote to accept or reject this Plan and who do not affirmatively opt out of the releases by timely completing and submitting the Opt-Out Form before the Voting Deadline; (l) all Holders of Claims or Interests that are deemed to accept or reject this Plan and who do not affirmatively opt out of the releases by timely completing and submitting the Opt-Out Form before the Voting Deadline; (m) all Holders of Claims or Interests who abstain from voting on this Plan and who do not affirmatively opt out of the releases by timely completing and submitting the Opt-Out Form before the Voting Deadline; (n) current and former Affiliates of each entity in clause (a) through the following clause (m) for which such Entity is legally entitled to bind such Affiliates to the releases contained in this Plan under applicable law or that have otherwise received proper

notice of this Plan; and (o) each Related Party of each Entity in clause (a) through this clause (m) for which such Entity is legally entitled to bind such Related Party to the releases contained in this Plan under applicable Law or that have otherwise received proper notice of this Plan; *provided that*, in each case, an Entity shall not be a Releasing Party if it: (x) elects to opt out of the releases contained in Article 10.3 hereof or (y) timely objects to the releases contained in Article 10.3 hereof and such objection is not resolved before Confirmation. Notwithstanding the foregoing, and for the avoidance of doubt, no party shall be a Releasing Party to the extent that such party did not receive proper notice and service of the Opt-Out Form.

Item 2. OPTIONAL RELEASE OPT-OUT ELECTION.

AS A HOLDER OF A CLAIM AGAINST OR INTEREST IN THE DEBTORS, YOU HAVE THE OPTION OF NOT PROVIDING THE THIRD-PARTY RELEASES CONTAINED IN ARTICLE 10.3 OF THE PLAN, AS SET FORTH ABOVE.

YOU MAY CHECK THE BOX BELOW TO NOT GRANT THE THIRD-PARTY RELEASES CONTAINED IN ARTICLE 10.3 OF THE PLAN. YOU WILL NOT BE CONSIDERED A “RELEASING PARTY” UNDER THE PLAN ONLY IF YOU CHECK THE BOX BELOW AND SUBMIT THE OPT-OUT FORM BY THE VOTING DEADLINE. THE ELECTION TO NOT GRANT THE THIRD-PARTY RELEASE IS AT YOUR OPTION.

BY OPTING OUT OF THE RELEASE SET FORTH IN ARTICLE 10.3 OF THE PLAN, YOU WILL NOT HAVE THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE 10.3 OF THE PLAN TO THE EXTENT YOU ARE A RELEASING PARTY IN CONNECTION THEREWITH.

PLEASE BE ADVISED THAT YOUR DECISION TO OPT OUT AND NOT GRANT THE RELEASES CONTAINED IN ARTICLE 10.3 DOES NOT AFFECT THE AMOUNT OF DISTRIBUTION YOU WILL RECEIVE UNDER THE PLAN. SPECIFICALLY, YOUR RECOVERY UNDER THE PLAN WILL BE THE SAME IF YOU OPT OUT.

YOU MAY ELECT TO OPT OUT OF THE THIRD-PARTY RELEASES CONTAINED IN ARTICLE 10.3 OF THE PLAN BY CHECKING THE BOX BELOW:

<p>OPT OUT of the Third-Party Release set forth in <u>Article 10.3</u> of the Plan</p>

Item 3. Certifications.

By signing this Release Opt-Out Form, the undersigned certifies to the Court and the Debtors that:

- a. as of the date of completion of this Opt-Out Form, either: (i) the undersigned is the Holder of a Claim or Interest; or (ii) the undersigned is an authorized signatory for an Entity or Person that is the Holder of a Claim or Interest;
- b. the Holder has received a copy of the *Notice of Non-Voting Status to Holder Conclusively Presumed to Accept the Plan* and that this Opt-Out Form is made pursuant to the terms and conditions set forth therein;

- c. the undersigned has made the same election with respect to all Claims or Interests in a single class; and
- d. no other Opt-Out Form has been submitted with respect to the Holder's Claims or Interests, or, if any other Opt-Out Forms have been submitted with respect to such Claims, such Opt-Out Forms are hereby revoked.

Name of Holder:	
	(Print or Type)
Signature:	
Name of Signatory: ²	
	(If other than Holder)
Title:	
Address:	
Telephone Number:	
Email:	
Date Completed:	

IF YOU HAVE NOT MADE THE OPTIONAL RELEASE ELECTION, PLEASE COMPLETE, SIGN, AND DATE THIS OPT-OUT FORM AND RETURN IT PROMPTLY BY ONLY ONE OF THE METHODS BELOW:

If by First Class mail, overnight delivery or hand delivery: Higher Ground Education, Inc., <i>et al.</i> Ballot Processing c/o KCC dba Verita 222 N. Pacific Coast Highway, Suite 300 El Segundo, CA 90245
By electronic, online submission: Please visit www.veritaglobal.net/HigherGround . Click on the ballot section of the Debtors' website and follow the directions to submit your Opt-Out Form. If you choose to submit your Release Opt-Out Form via online portal, you should not also return a hard copy of your Opt-Out. IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Opt-Out Form:

² If you are completing this Opt-Out Form on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

The online portal is the sole manner in which this Opt-Out Form will be accepted via electronic or online transmission. Opt-Out Forms submitted by facsimile or email will not be counted.

THE VOTING DEADLINE IS AUGUST 25, 2025, AT 5:00 P.M. (PREVAILING CENTRAL TIME). THE CLAIMS AND NOTICING AGENT MUST *ACTUALLY RECEIVE* YOUR RELEASE OPT-OUT ELECTION ON OR BEFORE THE VOTING DEADLINE.