

**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)

**STATEMENT OF FINANCIAL AFFAIRS FOR
HGE FIC D LLC (CASE NO. 25-80140)**

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.



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DEBTORS IN POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
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In re:	§	Chapter 11
Higher Ground Education, Inc., <i>et al.</i> , ¹	§	Case No.: 25-80121-11
Debtor.	§	(Jointly Administered)

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGIES,
AND DISCLAIMERS REGARDING THE DEBTORS’ SCHEDULES OF ASSETS
AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

The Schedules of Assets and Liabilities (collectively with attachments, the “**Schedules**”) and the Statements of Financial Affairs (collectively with attachments, the “**Statements**,” and together with the Schedules, the “**Schedules and Statements**”), filed by the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), were prepared pursuant to section 521 of title 11 of the United States Code (the “**Bankruptcy Code**”) and rule 1007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) by the Debtors with the assistance of their advisors and are unaudited.

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 Muirfield Village LLC (1889); Guidepost Richardson LLC (7111); Guidepost South Naperville LLC (8046); 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.

These *Global Notes and Statement of Limitations, Methodologies, and Disclaimers Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs* (the "**Global Notes**") pertain to, are incorporated by reference in, and comprise an integral part of, the Schedules and Statements. These Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements. To the extent that the Schedules and Statements conflict with these Global Notes, these Global Notes shall control.

The Debtors and their professionals do not and cannot guarantee or warrant the accuracy or completeness of the data that is provided herein and shall not be liable for any loss or injury arising out of, or caused in whole or in part by, the acts, errors, or omissions in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. Although the Debtors have made commercially reasonable efforts to ensure the accuracy and completeness of the Schedules and Statements, subsequent information or discovery may result in material changes to the Schedules and Statements, and inadvertent errors, inaccuracies, or omissions may have occurred. For the avoidance of doubt, the Debtors hereby reserve their rights to amend and supplement the Schedules and Statements as may be necessary or appropriate.

The Debtors and their agents, attorneys, financial, and other advisors do not and cannot guarantee or warrant the accuracy or completeness of the data that is provided herein and will not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. While commercially reasonable efforts have been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys, and financial advisors expressly do not undertake any independent obligation to update, modify, revise, or re-categorize the information provided herein or to notify any third party should the information be updated, modified, revised, or re-categorized, except as required by applicable law. In no event will the Debtors or their agents, attorneys and/or financial advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys, and financial advisors are advised of the possibility of such damages.

The Schedules and Statements have been signed by Jonathan McCarthy, Interim President and Secretary of Higher Ground Education, Inc. Mr. McCarthy is an authorized signatory for each of the Debtors. In reviewing and signing the Schedules and Statements, Mr. McCarthy has necessarily relied upon the efforts, statements, advice, and representations of personnel of the Debtors and the Debtors' legal, financial, and other advisors. Mr. McCarthy has not (and could not have) personally verified the accuracy of each such statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors.

The Global Notes supplement and are in addition to any specific notes contained in each Debtor's respective Schedules or Statements. Disclosure of information in one or more Schedules, one or more Statements, or one or more exhibits or attachments to the Schedules or Statements,

even if incorrectly placed, shall be deemed to be disclosed in the correct Schedules, Statements, exhibits, or attachments.

I.

GLOBAL NOTES AND OVERVIEW OF METHODOLOGY

1. **Description of Cases.** On June 17 and 18, 2025 (the “**Petition Date**”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas (the “**Bankruptcy Court**”). The Debtors’ chapter 11 cases are jointly administered for procedural purposes only under the lead case caption *In re Higher Ground Education, Inc., et al.*, Case No. 25-80121-MVL (Bankr. N.D. Tex. 2025) [Docket No. 41]. The Debtors are debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Notwithstanding the joint administration of the Debtors’ Chapter 11 Cases for procedural purposes, each Debtor has filed its own Schedules and Statements.
2. **“As Of” Information Date.** The information provided herein represents the data of the Debtors as of the Petition Date, unless otherwise indicated. Unless otherwise indicated herein or in the Schedules and Statements, the amounts set forth in the Schedules and Statements reflect net book value as of the Petition Date. Amounts ultimately realized may vary from the values ascribed in the Schedules and Statements and such variance may be material. Accordingly, the Debtors reserve all of their rights to amend, modify or adjust the value of each asset set forth herein. In addition, the amounts shown for total liabilities exclude items identified as “unknown,” “disputed,” “contingent,” “unliquidated,” or “undetermined,” and thus, ultimate liabilities may differ materially from those stated in the Schedules and Statements.
3. **General Reservation of Rights.** Diligent and reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to (a) amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including the right to amend the Schedules and Statements with respect to any claim (each a “**Claim**”) description, designation, or Debtor against which the Claim is asserted; (b) dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; (c) subsequently designate any Claim as “disputed,” “contingent,” or “unliquidated;” or (d) object to the extent, validity, enforceability, priority, or avoidability of any Claim.

Listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed or against any of the Debtors. Nothing contained in the Schedules and Statements shall constitute a waiver of any right of the Debtors or an admission with respect to their Chapter 11 Cases. Furthermore, nothing contained in the Schedules and Statements constitutes a waiver of any of the Debtors’ rights or an admission of any kind with respect to these chapter 11 cases, including any rights or Claims of the Debtors against any third party or issues involving Claims, substantive consolidation, equitable subordination, recharacterization, or defenses and/or causes of action arising under the provisions of

chapter 5 of the Bankruptcy Code and any other relevant applicable bankruptcy or non-bankruptcy laws to recover assets or avoid transfers.

Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in the above paragraphs, nor shall it otherwise infringe upon the Debtors' rights to amend their Schedules and Statements at any time before these chapter 11 cases are closed, pursuant to Bankruptcy Rule 1009.

4. ***Classifications of Claims.*** Listing (a) a Claim on Schedule D as "secured," (b) a Claim on Schedule E/F as "priority," or (c) a Claim on Schedule E/F as "unsecured," or (d) a contract or lease on Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors' rights to recharacterize or reclassify such Claims, contracts, or leases or to setoff such Claims.
5. ***Basis of Presentation.*** Information contained in the Schedules and Statements has been derived from the Debtors' books and records. The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles ("GAAP"), nor are they intended to fully reconcile to any financial statements prepared under GAAP. Combining the assets and liabilities set forth in the Schedules and Statements would result in amounts that could be substantially different from financial information that would otherwise be prepared under GAAP.

To the extent that a Debtor shows more assets than liabilities, this is not an admission that the Debtor was solvent as of the Petition Date or at any time before the Petition Date. Likewise, to the extent a Debtor shows more liabilities than assets, this is not an admission that the Debtor was insolvent at the Petition Date or any time before the Petition Date. For the avoidance of doubt, nothing contained in the Schedules and Statement is indicative of the Debtors' enterprise value.

The Schedules and Statements reflect the Debtors' reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.

6. ***Causes of Action.*** Despite making diligent and reasonable efforts to identify all known assets, the Debtors may not have identified or set forth all of their causes of action (filed or potential) against third parties as assets in the Schedules and Statements, including causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and actions under other relevant bankruptcy and non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all rights with respect to any causes of action (including avoidance actions), controversy, right of setoff, cross claim, counterclaim, or recoupment and any claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, at law or in equity, or pursuant to any other theory (collectively, "**Causes of Action**") they may have, and neither these Global Notes nor the Schedules and

Statements shall be deemed a waiver of any Claims or Causes of Action or in any way prejudice or impair the assertion of such Claims or Causes of Action by the Debtors.

7. **Valuation.** Except as otherwise indicated, the Debtors and their advisors have made a good faith effort to list assets and liabilities based on book values as of the latest close of books and records or, where possible, through the Petition Date. Exceptions to this include operating cash and certain other assets. Operating cash is presented as the end-of-day bank balance as of the Petition Date. It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations of all of their assets, including, but not limited to, inventory and intellectual property. For these reasons, the Debtors have indicated in the Schedules and Statements that the values of certain assets and liabilities are “undetermined” or “unknown.”

The book values of certain assets may materially differ from their fair market values. Certain assets that have been fully depreciated or that were expensed for accounting purposes either may not appear in the Schedules and Statements or are listed with a zero-dollar value, as such assets have no net book value. Certain other assets, such as intangible assets, are listed at undetermined amounts, as the net book values may differ materially from fair market values. Amounts ultimately realized may vary from net book value (or whatever value was ascribed), and such variance may be material. The omission of an asset from the Schedules and Statements does not constitute a representation regarding the ownership of such asset, and any such omission does not constitute a waiver of any of the Debtors’ rights with respect to such asset. For the avoidance of doubt, the Debtors reserve all of their rights to amend or adjust the value of each asset set forth herein.

In addition, the amounts shown for total liabilities exclude items identified as “unknown” or “undetermined,” and, thus, ultimate liabilities may differ materially from those stated in the Schedules and Statements. The omission of an asset from the Schedules and Statements does not constitute a representation regarding the ownership of such asset, and any such omission does not constitute a waiver of any rights of the Debtors with respect to such asset.

8. **Court Orders.** Pursuant to certain orders of the Bankruptcy Court entered in these chapter 11 cases (the “**First Day Orders**”), the Debtors were authorized (but not directed) to pay, among other things, certain prepetition Claims of employees, customer deposits, insurers, and taxing authorities. Accordingly, these liabilities may have been or may be satisfied in accordance with such orders and, therefore, generally are not listed in the Schedules and Statements or listed as undetermined amounts where appropriate. Regardless of whether such Claims are listed in the Schedules and Statements, to the extent such Claims are paid pursuant to an order of the Bankruptcy Court (including the First Day Orders), the Debtors reserve all rights to amend or supplement the Schedules and Statements as is necessary or appropriate, or to object or take other action as is necessary and appropriate to avoid over-payment of, or duplicate payments for, any such liabilities.
9. **Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional

information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change.

10. ***Excluded Assets and Liabilities.*** Certain immaterial or *de minimis* assets and liabilities may have been excluded. The Debtors have also excluded rejection damage Claims of counterparties to executory contracts and unexpired leases that have not been rejected, to the extent such damage Claims exist.
11. ***Property Rights.*** Exclusion of certain property from the Schedules and Statements shall not be construed as an admission that such property rights have been abandoned, terminated, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain property shall not be construed to be an admission that such property rights have not been abandoned, have not been terminated, expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction.
12. ***Property and Equipment.*** Unless otherwise indicated, owned property and equipment are stated at net book value. The Debtors may lease furniture, fixtures, and equipment from certain third-party lessors. Any such leases are set forth in the Schedules and Statements. Nothing in the Schedules and Statements is or shall be construed as an admission as to the determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all of their rights with respect thereto.
13. ***Intercompany Payables and Receivables.*** The listing by the Debtors of any account between a Debtor and another Debtor is a statement of what appears in the Debtors' books and records and does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, characterization, validity, or priority of such account. The Debtors take no position in these Schedules and Statements as to whether such accounts would be collectible, or allowed as a Claim, an Interest, or not allowed at all. The Debtors and all parties in interest reserve all rights with respect to such accounts.
14. ***Estimates.*** To prepare and file the Schedules and Statements in accordance with the deadline established in these chapter 11 cases, the Debtors were required to make certain estimates and assumptions with respect to the reported amounts of assets and liabilities, the amount of contingent assets and contingent liabilities on the date of the Schedules and Statement, and the reported amounts of revenues and expenses during the applicable reporting periods. The Debtors reserve all rights to amend, supplement, or otherwise modify the reported amounts of assets and liabilities to reflect changes in those estimates or assumptions.
15. ***Fiscal Year.*** Unless otherwise indicated, each Debtor's most recent fiscal year ended on August 31, 2024.
16. ***Currency.*** Unless otherwise indicated, all amounts are reflected in U.S. dollars. Currency conversions are generally as of the Petition Date.
17. ***Executory Contracts and Unexpired Leases.*** Although the Debtors have made diligent attempts to properly identify executory contracts and unexpired leases on Schedule G, it is

possible that more Debtor entities are a counterparty to certain executory contracts on Schedule G than will be listed. The Debtors reserve all of their rights with respect to the named parties of any and all executory contracts, including the right to amend Schedule G. In addition, although the Debtors have made diligent attempts to properly identify executory contracts and unexpired leases, the inclusion of a contract or lease on Schedule G does not constitute an admission as to the executory or unexpired nature (or non-executory or expired nature) of the contract or lease, or an admission as to the existence or validity of any Claims held by any counterparty to such contract or lease. Moreover, nothing in the Schedules and Statements is, or shall be construed to be, an admission as to the determination of the legal status of any lease or financing arrangement (including whether any lease or financing arrangement is a true lease, a financing arrangement, or a real property interest), and the Debtors reserve all rights with respect to such issues.

The Debtors have historically performed under certain executory contracts between nondebtors. The Debtors have listed such contracts on Schedule G and indicated the parties to such contracts in these Global Notes.

18. ***Insiders.*** In instances where the Schedules and Statements require information regarding “insiders,” the Debtors have included information with respect to the individuals and entities who the Debtors believe may be included in the definition of “insider” set forth in section 101(31) of the Bankruptcy Code during the relevant time periods. Such individuals may no longer serve in such capacities.

The listing or omitting a party as an insider for purposes of the Schedules and Statements is for informational purposes only and is not intended to be, nor should it be, construed as an admission of the legal characterization of such party as an insider for purpose of section 101(31) of the Bankruptcy Code. Moreover, the Debtors do not take any position with respect to: (a) any insider’s influence over the control of the Debtors; (b) the management responsibilities or functions of any such insider; (c) the decision making or corporate authority of any such insider; or (d) whether the Debtors or any such insider could successfully argue that they are not an “insider” or “affiliate” under applicable law or with respect to any theories of liability or for any other purpose.

19. ***Totals.*** All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown, disputed, contingent, unliquidated, or otherwise undetermined amounts, the actual total may be different than the listed total.
20. ***Unliquidated Claim Amounts.*** Claim amounts that could not be quantified by the Debtors are scheduled as “unliquidated.”
21. ***Undetermined Amounts.*** The description of an amount as “unknown,” “disputed,” “contingent,” “unliquidated,” or “undetermined” is not intended to reflect upon the materiality of such amount.
22. ***Credits and Adjustments.*** The claims of individual creditors for, among other things, goods, products, or services are listed as amounts entered on the Debtors’ books and records and may not reflect credits, allowances, or other adjustments due from such

creditors to the Debtors. The Debtors reserve all of their rights respecting such credits, allowances and other adjustments, including the right to assert Claim objections and/or setoffs with respect to the same.

23. ***Guaranties and Other Secondary Liability Claims.*** The Debtors have used their best efforts to locate and identify guaranties and other secondary liability claims (collectively, the “**Guaranties**”) in their executory contracts, unexpired leases, debt instruments, and other such agreements; however, a review of these agreements, specifically the Debtors’ leases and contracts, is ongoing. Where such Guaranties have been identified, they have been included in the relevant Schedule for the Debtor or Debtors affected by such Guaranties. The Debtors have reflected the Guaranty obligations for both the primary obligor and the guarantor with respect to their financings and debt instruments on Schedules G and H.
24. ***Mechanics’ Liens.*** The property and equipment listed in the Schedules are presented without consideration of any mechanics’, materialmans’, or other similar statutory liens. Such liens may apply, and the Debtors reserve their right to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be perfected by a creditor.
25. ***Entity Classification Issues.*** The Debtors have used their best efforts to identify the assets owned by each Debtor, the liabilities owed by each Debtor, and the Debtor that is a counterparty to executory contracts and unexpired leases; however, there are certain inherent limitations in making such identifications, including that: (a) certain assets and executory contracts and unexpired leases may be primarily used by a Debtor other than the entity which holds title to such assets or is a party to such executory contract and unexpired lease according to the Debtors’ books and records; (b) the Debtor entity that owns or holds title to certain assets or is a party to certain executory contracts and unexpired leases may not be ascertainable given the consolidated manner in which the Debtors have operated their businesses; (c) certain liabilities may have been nominally incurred by one Debtor, yet such liabilities may have actually been incurred by, or the invoices related to such liabilities may have been issued to or in the name of, another Debtor; and (d) certain creditors of the Debtors may have treated one or more of the Debtors as a consolidated entity rather than as differentiated entities.

Specific Disclosures with Respect to the Debtors’ Schedules

26. ***Schedule A/B.*** Certain of the instruments reflected on Schedule A may contain renewal options, guarantees of payments, and other miscellaneous rights. Such rights, powers, duties, and obligations are not separately set forth on Schedule A. The Debtors hereby expressly reserve the right to assert that any instrument listed on Schedule A is an executory contract within the meaning of section 365 of the Bankruptcy Code. The Debtors reserve all of their rights, claims, and causes of action with respect to claims associated with any contracts and agreements listed on Schedule A or Schedule G, including their right to dispute or challenge the characterization or the structure of any transaction, document, or instrument (including any intercompany agreement) related to a creditors’ claim. The

Debtors' failure to list any rights in property on Schedule A/B should not be construed as a waiver of any such rights that may exist, whether known or unknown at this time.

27. **Schedule A/B 1, 2, 3, and 8.** Details with respect to the Debtors' cash management system and bank accounts are provided in the *Debtors' Emergency Motion for Entry of an Order (I) Authorizing Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Continue Certain Intercompany Transactions, and (II) Granting Related Relief* [Docket No. 13] (the "**Cash Management Motion**") and the order approving the Cash Management Motion [Docket No. 63].
28. **Schedule A/B 7.** The Debtors are required to make deposits from time to time with various vendors, landlords, and service providers in the ordinary course of business. The Debtors have exercised reasonable efforts to report the current value of any deposits. The Debtors may have inadvertently omitted deposits and conversely may have reported deposits that are no longer outstanding.
29. **Schedule A/B 8.** The Debtors are required to make prepayments from time to time with various vendors, landlords, and service providers in the ordinary course of business. The Debtors have exercised reasonable efforts to identify any prepayments. The Debtors may have inadvertently omitted certain prepayments and conversely may have reported prepayments for which services have already been provided. The Debtors reserve their rights, but undertake no obligation, to amend the Schedules and Statements if prepayments are incorrectly identified.
30. **Schedule A/B 60–62.** The Debtors report intellectual property assets, if any, as net book value based on the Debtors' books and records whenever applicable. Values are listed as undetermined where appropriate.
31. **Schedule A/B 72.** The Debtors believe, but have been unable to verify, that they may hold interests in unused net operating losses. The Debtors will amend this Schedule to the extent necessary as the Debtors receive additional information.
32. **Schedule A/B 73.** The Debtors maintain a variety of insurance policies including property, general liability, and workers' compensation policies and other employee related policies. A list of the Debtors insurance policies and related information is available in the *Debtors' Emergency Motion for Entry of an Order (I) Authorizing the Debtors to (A) Continue Their Insurance Policies and Honor All Obligations in Respect Thereof, (B) Renew, Supplement, and Enter Into New Insurance Policies, and (C) Pay Premiums Thereunder, and (II) Granting Related Relief* [Docket No. 8] (the "**Insurance Motion**") and the order approving the Insurance Motion [Docket No. 43]. The Debtors believe that there is little or no cash value to the vast majority of such insurance policies and therefore such policies are not listed on Schedule A/B but may be found in Exhibit A to the Insurance Motion.
33. **Schedule A/B 75.** In the ordinary course of business, the Debtors may have accrued, or may subsequently accrue, certain rights to counterclaims, crossclaims, setoffs, refunds with

their customers and suppliers, or potential warranty claims against their suppliers. Additionally, certain of the Debtors may be party to pending litigation in which the Debtors have asserted, or may assert, claims as a plaintiff or counterclaims and/or crossclaims as a defendant. Because certain of these claims are unknown to the Debtors and not quantifiable as of the Petition Date, they may not be listed on Schedule A/B, Part 11.

34. ***Schedule A/B 77.*** The Debtors continue to review intercompany receivables and payables and, for the avoidance of doubt, the Debtors reserve all rights, claims, and defenses in connection with any and all intercompany receivables and payables, including with respect to the characterization of intercompany claims, loans, and notes.
35. ***Schedule D.*** Except as otherwise agreed pursuant to a stipulation, or agreed order, or general order entered by the Bankruptcy Court that is or becomes final, the Debtors and their estates reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. Further, while the Debtors have included the results of Uniform Commercial Code searches, the listing of such results is not, nor shall it be deemed, an admission as to the validity of any such lien. The Debtors made reasonable, good faith efforts to include all liens on Schedule D, but may have inadvertently omitted an existing lien because of, among other things, the possibility that a lien may have been imposed after the Uniform Commercial Code searches were performed or a vendor may not have filed the requisite perfection documentation. Moreover, the Debtors have not included on Schedule D parties that may believe their Claims are secured through setoff rights or inchoate statutory lien rights.

Schedule D does not include parties who have filed notices of perfection of liens pursuant to section 546(b) of the Bankruptcy Code.

In certain instances, a Debtor may be a co-obligor, or guarantor with respect to scheduled claims of another Debtor, however no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities. The descriptions provided in Schedule D are intended only as a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements.

36. ***Schedule D – Secured Claims.*** The secured Claims of Venture Lending & Leasing IX, Inc. and WTI Fund X, Inc. (together, “WTI”) represent first-priority security interests and liens in substantially all of the assets of Higher Ground Education, Inc.; Prepared Montessorian, LLC; Terra Firma Services LLC, and Guidepost A LLC that have not been foreclosed upon, subject to specific subordination of certain bridge notes, as explained in the *Debtors’ Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the*

Debtors to (A) Obtain Postpetition Financing Senior Secured Financing from YYYYY, LLC; (B) Obtain Postpetition Junior Secured Financing from Guidepost Global Education, Inc.; (C) Utilize Cash Collateral; and (D) Pay Certain Related Fees and Charges; (II) Granting Adequate Protection to the Prepetition Lender; (III) Modifying the Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief [Docket No. 14] (the “DIP Motion”).

37. ***Schedule D – CN Note Claims.*** As set forth in the DIP Motion, Higher Ground Education, Inc. entered into that Note Purchase Notice and Note Purchase Agreement, dated May 31, 2024 whereby Higher Ground Education, Inc. was authorized to issue and sell one or more promissory notes (the “CN Notes”), up to an aggregate amount of \$125,000,000 of CN Notes. The CN Notes are secured by substantially all of Higher Ground Education, Inc.’s assets remaining after WTI’s foreclosure and, other than the Bridge CN-3 Notes (as defined in the DIP Motion), the CN Notes are expressly subordinated to WTI’s Claims.
38. ***Schedule E/F, Part 1: Creditors Holding Priority Unsecured Claims.*** The listing of any claim on Schedule E/F, Part 1 does not constitute an admission by the Debtors that such claim is entitled to priority treatment under section 507 of the Bankruptcy Code. The Debtors reserve all of their rights to dispute the amount and the priority status of any claim on any basis at any time. Further, to the extent such claims have been paid or may be paid pursuant to a court order, they may not be included on Schedule E.
39. ***Schedule E/F, Part 2: Creditors Holding Non-Priority Unsecured Claims.***

The Debtors have used their reasonable best efforts to list all general unsecured claims against the Debtors on Schedule E/F based upon the Debtors’ existing books and records. The Debtors have attempted to relate all liabilities to each particular Debtor. Certain creditors listed on Schedule E/F may owe amounts to the Debtors and, as such, the Debtors may have valid setoff or recoupment rights with respect to such amounts. The amounts listed on Schedule E/F do not reflect any such right of setoff or recoupment and the Debtors reserve all rights to assert any such setoff or recoupment rights. Additionally, certain creditors may assert mechanics’, materialman’s, or other similar liens against the Debtors for amounts listed on Schedule E/F. The Debtors reserve their right to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be perfected by a creditor listed on Schedule E/F of any Debtor.

Schedule E/F does not include certain deferred credits, deferred charges, deferred liabilities, accruals, or general reserves, such as accrued tax or wage related obligations.

Such amounts are general estimates of liabilities and do not represent specific claims as of the Petition Date. Additionally, the Debtors have excluded wage claims that have been paid or will be paid pursuant to the *Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses, (B) Continue Employee Benefits Programs, and (II) Granting Related Relief* [Docket No. 61], *Order (I) Authorizing the Debtors to Maintain and Administer their Existing Deposit Programs and Honor Certain Prepetition Obligations Related thereto, and (II) Granting Related Relief*

[Docket No. 59], and *Order (I) Authorizing the Debtors to (A) Continue their Insurance Policies and Honor All Obligations in respect thereof, (B) Renew, Supplement, and Enter into New Insurance Policies, and (C) Honor the Terms of Related Premium Financing Agreements and Pay Premiums Thereunder, and (II) Granting Related Relief* [Docket No. 43].

The claims listed in Schedule E/F arose or were incurred on various dates. In certain instances, the date on which a claim arose is an open issue of fact. Determining the date upon which each claim in Schedule E/F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each claim listed on Schedule E/F.

Schedule E/F contains information regarding pending litigation involving the Debtors, but not any potential litigation that has been threatened but not commenced. In certain instances, the Debtor or related co-defendants that are the subject of the litigation may be unclear or undetermined. To the extent that litigation involving a particular Debtor or related co-defendant has been identified, such information is contained in the Schedule for that Debtor. Additionally, to the extent the identification of contingent co-defendants is unknown or unclear, the Debtors have listed only the underlying litigation. The amounts for these potential claims are listed as undetermined and marked as contingent, unliquidated, and disputed in the Schedules.

Schedule E/F reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in whole or in part in connection with the assumption, or assumption and assignment, of an executory contract or unexpired lease. In addition, Schedule E/F does not include rejection damage claims of the counterparties to the executory contracts or unexpired leases that may be rejected, to the extent such damage claims exist. Further, Schedule E/F may include certain mechanics or materialmen's liens against non-debtor property leased by the Debtors. The Debtors believe these are general unsecured claims, if and to the extent they are valid Claims, which the Debtors reserve the right to dispute, and the inclusion of such Claims should not be construed as an admission that such Claims are valid.

40. ***Schedule G.*** While the Debtors' existing books, records, and financial systems have been relied upon to identify and schedule executory contracts at each of the Debtors, and although reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions, or inclusions may have occurred. The Debtors do not make, and specifically disclaim, any representation or warranty as to the completeness or accuracy of the information set forth on Schedule G. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contract, agreement, or lease set forth in Schedule G and to amend or supplement Schedule G as necessary. The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda, and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed thereon shall include all

exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed thereon.

In some cases, the same supplier or provider may appear multiple times in Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider.

In the ordinary course of business, the Debtors may have issued numerous purchase orders for goods, supplies, products, services, and related items which, to the extent that such purchase orders constitute executory contracts, are not listed individually on Schedule G. To the extent that goods, supplies, or products were delivered, or services performed under purchase orders before the Petition Date, vendors' claims with respect to such delivered goods, supplies, or product and performed services are included on Schedule E/F.

As a general matter, certain of the Debtors' executory contracts and unexpired leases could be included in more than one category. In those instances, one category has been chosen to avoid duplication. Further, the designation of a category is not meant to be wholly inclusive or descriptive of the entirety of the rights or obligations represented by such contract.

Certain of the executory contracts and unexpired leases listed on Schedule G may contain certain renewal options, guarantees of payment, right to lease additional space, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as easements, rights of way, subordination, non-disturbance, and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements, and division order agreements. Such documents also are not set forth in Schedule G.

The Debtors hereby reserve all of their rights, claims, and causes of action with respect to the contracts and agreements listed on Schedule G, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument related to a creditor's claim, to dispute the validity, status, or enforceability of any contract, agreement, or lease set forth in Schedule G, and to amend or supplement Schedule G as necessary. The inclusion of a contract or lease on Schedule G does not constitute an admission as to the executory or unexpired nature (or non-executory or expired nature) of the contract or lease, or an admission as to the existence or validity of any Claims held by the counterparty to such contract or lease, and the Debtors reserve all rights in that regard, including, without limitation, that any agreement is not executory, has expired pursuant to its terms, or was terminated prepetition.

Although the Debtors have made diligent attempts to attribute an executory contract to its rightful Debtor, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve

all of their rights with respect to the named parties of any and all executory contracts, including the right to amend Schedule G.

Certain of the contracts, agreements, and leases listed on Schedule G may have been entered into by more than one of the Debtors. Further, the specific Debtor obligor to certain of the executory contracts or unexpired leases could not be specifically ascertained in every circumstance. In such cases, the Debtors used their best efforts to determine the correct Debtor's Schedule G on which to list such executory contract or unexpired lease.

In the ordinary course of business, the Debtors may have entered into confidentiality agreements which, to the extent that such confidentiality agreements constitute executory contracts, are not listed individually on Schedule G.

41. ***Schedule G – Post-Foreclosure.*** As set forth in the *Declaration of Jonathan McCarthy in Support of the First Day Motions* [Docket No. 15] (the “**First Day Declaration**”), certain of the Debtors’ secured lenders foreclosed on certain of the Debtors’ assets. Pursuant to transition services agreements with the Foreclosure Buyers (as defined in the First Day Declaration), the Debtors attempted to assign executory contracts and unexpired leases for those assets that were foreclosed upon to the Foreclosure Buyers. Schedule G may include executory contracts and unexpired leases that may have already been assigned to a Foreclosure Buyer.
42. ***Schedule H.*** The Debtors have not listed any litigation-related to co-Debtors on Schedule H. Instead, such listings can be found on the Debtors’ Schedules E/F.

Specific Disclosures with Respect to the Debtors’ Statements

43. ***Statements 4 & 30.*** The Debtors have included responses to Statement 30 in Statement 4.
- In the circumstance where the Schedules and Statements require information regarding “insiders,” the Debtors have included information with respect to certain individuals who the Debtors believe may be included in the definition of “insider” set forth in section 101(31) of the Bankruptcy Code during the relevant time periods.
- Payments to the Chief Restructuring Officer are not included on Statement 4 and instead are included on Statement 11.
44. ***Statement 7.*** The Debtors used reasonable efforts to identify all pending litigation and assign appropriate descriptions thereto. Statement 7 does not include potential litigation that has been threatened but not yet commenced. In the event that the Debtors discover additional information pertaining to these legal actions identified in response to Question 7, or additional legal actions, the Debtors will use reasonable efforts to supplement the Statements in light thereof.

Despite reasonable efforts, the Debtors may not have identified all current causes of action the Debtors may have against third parties in their respective Schedules and Statements, including, without limitation, avoidance actions arising under chapter 5 of the Bankruptcy

Code and actions under other relevant bankruptcy and non-bankruptcy laws to recover assets.

The Debtors reserve all of their rights and defenses with respect to any and all listed lawsuits and administrative proceedings. The listing of such suits and proceedings shall not constitute an admission by the Debtors of any liabilities or that the actions or proceedings were correctly filed against the Debtors or any affiliates of the Debtors. The Debtors also reserve their rights to assert that neither the Debtors nor any affiliate of the Debtors is an appropriate party to such actions or proceedings.

45. **Statement 11.** The Debtors have used reasonable efforts to identify payments for services of any entities that provided consultation concerning debt counseling or restructuring services, relief under the Bankruptcy Code, or preparation of a petition in bankruptcy within one year immediately preceding the Petition Date. The Debtors believe that it would be an inefficient use of the assets of the estates to allocate these payments on a Debtor-by-Debtor basis. The Debtors have listed all such payments on the Statement of Higher Ground Education, Inc. Additional information regarding the Debtors' retention of professional service firms is more fully described in the individual retention applications for those firms and related orders.
46. **Statement 13.** The Debtors may, from time to time, transfer equipment and other assets and/or sell certain equipment and other assets to third parties. These types of ordinary course transfers have not been disclosed. The Debtors may also abandon assets in place at the locations for which they have no future use or have been unable to sell to a third party. These types of transfers have not been disclosed.
47. **Statement 26(d).** From time to time, the Debtors provided financial statements in the ordinary course of business to numerous parties for business, statutory, credit, financing and other reasons. Recipients have included regulatory agencies, financial institutions, investment banks, vendors, landlords, debtholders and their legal and financial advisors. Financial statements may have also been provided to other parties as requested, subject to customary non-disclosure requirements where applicable. In the event such financial statements are provided, the Debtors do not maintain complete lists or other records tracking such disclosures. Therefore, the Debtors have not provided full lists of these parties in their response to Statement 26.
48. **Statement 28.** For purposes of the Schedules and Statements, the Debtors define "controlling shareholders" to include entities that directly hold in excess of 5% of the ownership interests in the applicable Debtor entity. Entities listed as "controlling shareholders" have been included for informational purposes only. The Debtors do not take any position with respect to such entity's influence over the control of the Debtors or whether such entity could successfully argue that it is not a "controlling shareholder" under applicable law, including the federal securities laws, or with respect to any theories of liability or for any other purpose.

Fill in this information to identify the case:

Debtor Name: In re : HGE FIC D LLC

United States Bankruptcy Court for the: Northern District Of Texas

Case number (if known): 25-80140 (MVL)

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy 04/25

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☐ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year	Sources of revenue Check all that apply	Gross revenue (before deductions and exclusions)
From the beginning of the fiscal year to filing date: From <u>9/1/2024</u> to <u>Filing date</u> MM / DD / YYYY	☒ Operating a business ☐ Other _____	\$ <u>4,747,686.16</u>
For prior year: From <u>9/1/2023</u> to <u>8/31/2024</u> MM / DD / YYYY MM / DD / YYYY	☒ Operating a business ☐ Other _____	\$ <u>6,650,408.88</u>
For the year before that: From <u>9/1/2022</u> to <u>8/31/2023</u> MM / DD / YYYY MM / DD / YYYY	☒ Operating a business ☒ Other <u>Grants</u>	\$ <u>7,542,633.42</u>

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. Non-business income may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☐ None

				Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From	9/1/2024	to	Filing date	
		MM / DD / YYYY			
				Interest	\$ 400.00
For prior year:	From	9/1/2023	to	8/31/2024	
		MM / DD / YYYY		MM / DD / YYYY	
				None	\$
For the year before that:	From	9/1/2022	to	8/31/2023	
		MM / DD / YYYY		MM / DD / YYYY	
				None	\$

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers-including expense reimbursements-to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$8,575 . (This amount may be adjusted on 4/01/28 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
3.1 See SOFA 3 Attachment Creditor's Name		\$	☐ Secured debt ☐ Unsecured loan repayments ☐ Suppliers or vendors ☐ Services ☐ Other
Street			
City State ZIP Code			
Country			

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$8,575. (This amount may be adjusted on 4/01/28 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. Insiders include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None

Insider's Name and Address	Dates	Total amount or value	Reason for payment or transfer
4.1 See SOFA 4 Attachment Insider's Name		\$	
Street			
City State ZIP Code			
Country			
Relationship to Debtor			

Name

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☐ None

Creditor's Name and Address	Description of the Property	Date	Value of property
5.1 Learn Capital Special Opportunities Fund XXXVII LLC Creditor's Name 1809 Pearl Street Street Austin TX 78701 City State ZIP Code Country	The school business known as Guidepost Montessori at Flower Mound and currently located at 2501 Simmons Rd. Flower Mound, TX 75022	4/23/2025	\$ Undetermined
5.2 Learn Capital Special Opportunities Fund XXXVII LLC Creditor's Name 1809 Pearl Street Street Austin TX 78701 City State ZIP Code Country	The school business known as Guidepost Montessori at Magnificent Mile and currently located at 226 E Illinois St, Chicago, IL 60611	4/23/2025	\$ Undetermined

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's Name and Address	Description of the action creditor took	Date action was taken	Amount
6.1 Creditor's Name Street City State ZIP Code Country	 Last 4 digits of account number: XXXX- 		\$

Name

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1 See SOFA 7 Attachment		Name	☐ Pending
		Street	☐ On appeal
			☐ Concluded
Case number		City State ZIP Code	
		Country	

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address	Description of the Property	Value
8.1 Custodian's name		\$
Street	Case title	Court name and address
		Name
City State ZIP Code	Case number	Street
Country	Date of order or assignment	City State ZIP Code
		Country

Name

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1 Creditor's Name Street City State ZIP Code Country			\$
Recipient's relationship to debtor			

Name

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).	Date of loss	Value of property lost
10.1			\$

Part 6:
 Certain Payments or Transfers

11.
 Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☒
None

	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1				\$
	Address Street City State ZIP Code Country Email or website address Who made the payment, if not debtor?			

12.
 Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device. Do not include transfers already listed on this statement.

☒
None

	Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
12.1				\$
	Trustee			

Name

13. Transfers not already listed on this statement

List any transfers of money or other property - by sale, trade, or any other means - made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1			\$
Address Street City State ZIP Code Country Relationship to Debtor			

Part 7:

Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address		Dates of occupancy	
14.1	See SOFA 14 Attachment	From	To
	Street		
	City	State	ZIP Code
	Country		

Name

Part 8:

Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

Facility Name and Address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1		
Facility Name		
Street	Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.	How are records kept?
		Check all that apply:
		☐ Electronically
		☐ Paper
City State ZIP Code		
Country		

Name

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

☐ No.

☒ Yes. State the nature of the information collected and retained. See SOFA 16 Attachment

Does the debtor have a privacy policy about that information?

☐ No

☐ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

☐ No. Go to Part 10.

☒ Yes. Does the debtor serve as plan administrator?

☒ No. Go to Part 10.

☐ Yes. Fill in below:

Name of plan	Employer identification number of the plan
17.1 _____	EIN: _____

Has the plan been terminated?

☐ No

☐ Yes

Name

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?
Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1 Name Street City State ZIP Code Country	XXXX-	☐ Checking ☐ Savings ☐ Money market ☐ Brokerage ☐ Other		\$

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
19.1 Name Street City State ZIP Code Country			☐ No ☐ Yes

Name

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
20.1 Name Street City State ZIP Code Country			☐ No ☐ Yes

Address

Name

Part 11:
Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Owner's name and address		Location of the property	Description of the property	Value
21.1	Name			\$
	Street			
	City	State	ZIP Code	
	Country			

Name

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

☒ No

☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
22.1	Name		☐ Pending
	Street		☐ On appeal
			☐ Concluded
Case Number			
	City State ZIP Code		
	Country		

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

☒ No

☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.1	Name		
	Street		
	City State ZIP Code		
	Country		

Name

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No
- ☐ Yes. Provide details below.

Site name and address			Governmental unit name and address			Environmental law, if known	Date of notice
24.1							
Name			Name				
Street			Street				
City	State	ZIP Code	City	State	ZIP Code		
Country			Country				

Name

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☒ None

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1		EIN:
Name		Dates business existed
Street		From To
City State ZIP Code		
Country		

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and Address	Dates of service
26a.1 Mitch Michulka - Former Co-CEO	From 3/14/2016 To Present
Name	
1321 Upland Dr. PMB 20442	
Street	
Houston TX 77043	
City State ZIP Code	
Country	
26a.2 Rachel Knapp - Former VP Financial & Accounting Systems	From 12/5/2016 To Present
Name	
1321 Upland Dr. PMB 20442	
Street	
Houston TX 77043	
City State ZIP Code	
Country	

Debtor: HGE FIC D LLC

Main Document Page 35 of 46

Case number (if known): 25-80140

Name

- 26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and Address		Dates of service	
26b.1	BDO	From	8/31/2022 To 12/14/2023
	Name		
	600 Anton Blvd., Suite 500		
	Street		
	Costa Mesa CA 92626		
	City State ZIP Code		
	Country		
26b.2	Grant Thornton LLP	From	8/31/2023 To 2/26/2025
	Name		
	4695 MacArthur Court, Suite 1600		
	Street		
	Newport Beach CA 92660		
	City State ZIP Code		
	Country		

- 26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1 Guidepost Global Education, Inc.	
Name	
1321 Upland Dr. PMB 20442	
Street	
Houston TX 77043	
City State ZIP Code	
Country	
26c.2 Higher Ground Education Inc.	
Name	
1321 Upland Dr. PMB 20442	
Street	
Houston TX 77043	
City State ZIP Code	
Country	

Debtor: HGE FIC D LLC

Main Document Page 36 of 46

Case number (if known): 25-80140

Name

- 26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None
Name and address

26d.1 CHICAGO 1000 WASHINGTON LLC

Name

2 Ethel Road
Suite 205A

Street

Edison

NJ

08817

City

State

ZIP Code

Country

Name and address

26d.2 Yuwo Capital

Name

644 Broadway 3w

Street

New York

NY

10012

City

State

ZIP Code

Country

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.
Name of the person who supervised the taking of the inventory**Date of
Inventory****The dollar amount and basis (cost, market, or
other basis) of each inventory**

\$

**Name and address of the person who has possession of inventory
records**

27.1

Name

Street

City

State

ZIP Code

Country

Name

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

	Name	Address	Position and Nature of any interest	% of interest, if any
28.1	Guidepost A LLC	1321 Upland Dr. PMB 20442, Houston, TX 77043	Controlling member	91.000%
28.2	Guy Barnett	1321 Upland Dr. PMB 20442, Houston, TX 77043	Vice President	0.000%
28.3	Higher Ground Education Inc.	1321 Upland Dr. PMB 20442, Houston, TX 77043	Manager	0.00%
28.4	Jon McCarthy	1321 Upland Dr. PMB 20442, Houston, TX 77043	Manager's Interim President and Secretary	0.000%
28.5	Mitchell Michulka	1321 Upland Dr. PMB 20442, Houston, TX 77043	Chief Financial Officer	0.000%
28.6	Ramandeep Girn	1321 Upland Dr. PMB 20442, Houston, TX 77043	President	0.000%
28.7	Rebecca Girn	1321 Upland Dr. PMB 20442, Houston, TX 77043	General Counsel & Secretary	0.000%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☐ No

☐ Yes. Identify below.

	Name	Address	Position and Nature of any interest	Period during which position or interest was held
29.1	See SOFA 29 Attachment			From _____ To _____

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☐ No

☒ Yes. Identify below.

	Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1	See SOFA Question 4			
	Name			
	Street			
	City	State	ZIP Code	
	Country			
	Relationship to debtor			

Name

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☒ No

☐ Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

31.1

EIN:

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒ No

☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the pension fund

32.1

EIN:

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.

18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/08/2025
MM / DD / YYYY

x / s / Jonathan McCarthy _____

Printed name Jonathan McCarthy

Signature of individual signing on behalf of the debtor

Position or relationship to debtor Interim President and Secretary

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☐ No

☒ Yes

Certain payments or transfers to creditors within 90 days before filing this case

Creditor's name	Address 1	Address 2	City	State	Zip	Date	Total amount or value	Reason for payment or transfer
Cintas Corporation	PO Box 88005		Chicago	IL	60680-1005	3/21/2025	\$565.66	Services
Cintas Corporation	PO Box 88005		Chicago	IL	60680-1005	4/4/2025	\$1,012.43	Services
Cintas Corporation	PO Box 88005		Chicago	IL	60680-1005	4/11/2025	\$1,992.86	Services
Cintas Corporation	PO Box 88005		Chicago	IL	60680-1005	4/18/2025	\$2,247.21	Services
Cintas Corporation	PO Box 88005		Chicago	IL	60680-1005	4/25/2025	\$1,477.91	Services
Cintas Corporation	PO Box 88005		Chicago	IL	60680-1005	5/2/2025	\$906.09	Services
Cintas Corporation	PO Box 88005		Chicago	IL	60680-1005	5/23/2025	\$547.65	Services
Evergreen Management Services, LLC	705 NE 136th Ave.	Suite 105	Vancouver	WA	98684	4/1/2025	\$29,446.41	Other - Rent
Evergreen Management Services, LLC	705 NE 136th Ave.	Suite 105	Vancouver	WA	98684	5/1/2025	\$29,446.41	Other - Rent
Illinois Carolina Partners LLC dba City Wide Facility Solutions - Chicago North	1150 Haywood Rd.		Greenville	SC	29615	3/27/2025	\$9,542.40	Services
Illinois Carolina Partners LLC dba City Wide Facility Solutions - Chicago North	1150 Haywood Rd.		Greenville	SC	29615	4/25/2025	\$8,775.40	Services
Noelle Kramer	Address on file					5/13/2025	\$39,855.18	Other - Customer refund
Optima Center Chicago II LLC	630 Vernon Ave Ste E		Glencoe	IL	60022	4/1/2025	\$132,126.49	Other - Rent
Optima Center Chicago II LLC	630 Vernon Ave Ste E		Glencoe	IL	60022	5/1/2025	\$131,985.01	Other - Rent
OrganicLife, LLC	PO Box 7821		Carol Stream	IL	60197-7821	3/27/2025	\$16,068.06	Suppliers or vendors
OrganicLife, LLC	PO Box 7821		Carol Stream	IL	60197-7821	4/4/2025	\$4,465.70	Suppliers or vendors
OrganicLife, LLC	PO Box 7821		Carol Stream	IL	60197-7821	4/25/2025	\$21,674.48	Suppliers or vendors
Robynne Davis						3/19/25-6/16/25	\$12,477.50	Other - Discounted tuition
Ronn English dba The Tag Group	712 Bancroft Dr #433		Walnut Creek	CA	94598	5/22/2025	\$13,337.55	Services
Stripe	354 Oyster Point Boulevard		South San Francisco	CA	94080	4/3/2025	\$215.89	Other - Customer refund
Stripe	354 Oyster Point Boulevard		South San Francisco	CA	94080	4/14/2025	\$110.72	Other - Customer refund
Stripe	354 Oyster Point Boulevard		South San Francisco	CA	94080	4/18/2025	\$10,350.27	Other - Customer refund

Certain payments or transfers to creditors within 90 days before filing this case

Creditor's name	Address 1	Address 2	City	State	Zip	Date	Total amount or value	Reason for payment or transfer
Stripe	354 Oyster Point Boulevard		South San Francisco	CA	94080	5/2/2025	\$12,000.27	Other - Customer refund
Stripe	354 Oyster Point Boulevard		South San Francisco	CA	94080	5/12/2025	\$5,844.58	Other - Customer refund
Stripe	354 Oyster Point Boulevard		South San Francisco	CA	94080	5/16/2025	\$2,000.00	Other - Customer refund
Stripe	354 Oyster Point Boulevard		South San Francisco	CA	94080	5/22/2025	\$890.59	Other - Customer refund
Stripe	354 Oyster Point Boulevard		South San Francisco	CA	94080	5/22/2025	\$1,500.00	Other - Customer refund
Stripe	354 Oyster Point Boulevard		South San Francisco	CA	94080	6/6/2025	\$150.16	Other - Customer refund
Stripe	354 Oyster Point Boulevard		South San Francisco	CA	94080	3/19/25-6/16/25	\$1,682.21	Services
Teresa Conde-Maillo						3/19/25-6/16/25	\$12,870.00	Other - Discounted tuition
Yumi Kidoguchi						3/19/25-6/16/25	\$12,839.50	Other - Discounted tuition

In re: HGE FIC D LLC

Case No. 25-80140

Attachment 4

Payments or other transfers of property made within 1 year before filing this case that benefited any insider

Insider's name	Address 1	City	State	Zip	Country	Date	Total amount or value	Reasons for payment or transfer	Relationship to debtor
Guidepost A LLC	1321 Upland Dr. PMB 20442	Houston	TX	77043		9/9/2024	\$350,000.00	Intercompany transfer	Parent company
Guidepost A LLC	1321 Upland Dr. PMB 20442	Houston	TX	77043		10/9/2024	\$250,000.00	Intercompany transfer	Parent company
Guidepost A LLC	1321 Upland Dr. PMB 20442	Houston	TX	77043		12/9/2024	\$200,000.00	Intercompany transfer	Parent company
Guidepost A LLC	1321 Upland Dr. PMB 20442	Houston	TX	77043		1/9/2025	\$60,000.00	Intercompany transfer	Parent company
Guidepost A LLC	1321 Upland Dr. PMB 20442	Houston	TX	77043		2/3/2025	\$150,000.00	Intercompany transfer	Parent company
Guidepost A LLC	1321 Upland Dr. PMB 20442	Houston	TX	77043		2/7/2025	\$100,000.00	Intercompany transfer	Parent company
Guidepost A LLC	1321 Upland Dr. PMB 20442	Houston	TX	77043		3/18/2025	\$10,000.00	Intercompany transfer	Parent company
Guidepost A LLC	1321 Upland Dr. PMB 20442	Houston	TX	77043		3/31/2025	\$300,000.00	Intercompany transfer	Parent company
Guidepost A LLC	1321 Upland Dr. PMB 20442	Houston	TX	77043		4/11/2025	\$60,000.00	Intercompany transfer	Parent company
Higher Ground Education Inc.	1321 Upland Dr. PMB 20442	Houston	TX	77043		7/9/2024	\$160,000.00	Intercompany transfer	Parent company
Higher Ground Education Inc.	1321 Upland Dr. PMB 20442	Houston	TX	77043		9/11/2024	\$100,000.00	Intercompany transfer	Parent company
Higher Ground Education Inc.	1321 Upland Dr. PMB 20442	Houston	TX	77043		10/18/2024	\$29,000.00	Intercompany transfer	Parent company
Higher Ground Education Inc.	1321 Upland Dr. PMB 20442	Houston	TX	77043		11/7/2024	\$100,000.00	Intercompany transfer	Parent company
Higher Ground Education Inc.	1321 Upland Dr. PMB 20442	Houston	TX	77043		11/15/2024	\$20,000.00	Intercompany transfer	Parent company
Higher Ground Education Inc.	1321 Upland Dr. PMB 20442	Houston	TX	77043		1/3/2025	\$200,000.00	Intercompany transfer	Parent company
Higher Ground Education Inc.	1321 Upland Dr. PMB 20442	Houston	TX	77043		1/10/2025	\$30,000.00	Intercompany transfer	Parent company
Higher Ground Education Inc.	1321 Upland Dr. PMB 20442	Houston	TX	77043		1/14/2025	\$80,000.00	Intercompany transfer	Parent company
Higher Ground Education Inc.	1321 Upland Dr. PMB 20442	Houston	TX	77043		2/21/2025	\$50,000.00	Intercompany transfer	Parent company
Higher Ground Education Inc.	1321 Upland Dr. PMB 20442	Houston	TX	77043		3/4/2025	\$200,000.00	Intercompany transfer	Parent company
Higher Ground Education Inc.	1321 Upland Dr. PMB 20442	Houston	TX	77043		3/17/2025	\$15,000.00	Intercompany transfer	Parent company
Higher Ground Education Inc.	1321 Upland Dr. PMB 20442	Houston	TX	77043		4/7/2025	\$100,000.00	Intercompany transfer	Parent company

In re: HGE FIC D LLC

Case No. 25-80140

Attachment 7

Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

Case Title	Case number	Nature of case	Court name	Court address 1	Court address 2	Court City	Court State	Court Zip	Status of case (e.g. Pending, On appeal, Concluded)
Chicago 1000 Washington LLC v. HGE FIC D LLC, et al (West Loop)	20251705765	Eviction	Circuit Court Cook County, IL	50 W Washington St	Courtroom 1408	Chicago	IL	60602	Pending
JD Properties Vancouver, LLC vs HGE FIC D LLC	C24-2498J4	Eviction, rent	Justice Court Precinct 4 of Denton County, Texas	COULD NOT LOCATE					
Jordan Davis-Watson, a minor by and through his parent and next friend, Robynne Davis v. Guidepost Montessori at Magnificent Mile	N/A	Demand							Pending
Organic Life	N/A	Demand							Pending

In re: HGE FIC D LLC**Case No. 25-80140**

Attachment 14

Previous addresses

Address 1	City	State	Zip	Dates of occupancy
10 Orchard Ste. 200	Lake Forest	CA	92630	5/1/19-12/31/23
1000 W Washington Blvd. Suite 5	Chicago	IL	60607	6/4/19-present
226 E Illinois St	Chicago	IL	60611	7/13/18-present
2501 Simmons Rd.	Flower Mound	TX	75022	3/26/18-present

Does the debtor collect and retain personally identifiable information of customers? If yes, complete additional columns.	State the nature of the information collected and retained	Does the debtor have a privacy policy about that information? (Y/N)
Yes	Full name, child's name, child's age, child's DOB, user name, postal address, telephone number, email address, profile picture, social media account id, screen name, preferences, country of residence, nationality, IP address, school name and address, program preferences, browser and device information, server log file information, information collected through cookies, pixel tags and other technologies, app usage data, demographic information and other information provided by customer, location information, media gallery including photos and videos of students and photos of student work, work product and assessment, medical records (e.g. immunizations, food sensitivities), emergency contact, medical providers, custody information, financial income (for families applying for financial aid)	Y

In re: HGE FIC D LLC

Case No. 25-80140

Attachment 29

Former Partners, Officers, Directors and Shareholders

Name	Address 1	City	State	Zip	Position and nature of any interest	Period during which position or interest was held
Guy Barnett	Address on file				Manager's Vice President & Manager's Chief Development Officer	10/9/17-12/6/24
Maris Mendes	Address on file				Manager's Co-CEO and Manager's Chief Operating Officer	Manager's COO 6/6/19-5/31/25, Manager's Co-CEO 2/26/25-5/31/25
Mitchell Michulka	Address on file				Manager's Co-CEO, and Manager's Treasurer	Manager's Treasurer 5/7/18-5/31/25, Manager's Co-CEO 2/26/25-5/31/25
Ramandeep Girn	Address on file				Manager's President and Manager's Chief Executive Officer	10/9/17-2/25/25
Rebecca Girn	Address on file				Manager's Secretary, Manager's General Counsel, and Manager's Chief Programs Officer	Manager's Secretary and Manager's General Counsel 10/9/17-2/25/25, Manager's Chief Programs Officer 9/5/19-2/25/25