

Exhibit A

Proposed Order



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**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
Debtor.	§ § (Jointly Administered)

**ORDER GRANTING DEBTORS' THIRD OMNIBUS MOTION FOR ENTRY OF
AN ORDER (I) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF
CERTAIN UNEXPIRED LEASES, AND (II) 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 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.

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 authorizing, but not directing, the debtors to assume and assign certain unexpired leases listed on **Schedule 1**, attached hereto (collectively, the “**Assigned Leases**”) and granting related relief, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this 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 this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this 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 this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “**Hearing**”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Assigned Leases (as amended, supplemented, or otherwise modified, the “**Assumption List**”) listed on **Schedule 1**, attached hereto, are assumed and assigned to the

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

applicable assignee designated on the Assumption List, pursuant to sections 105(a) and 365 of the Bankruptcy Code, in each case effective as of the Petition Date.

3. The Proposed Cure Amounts are set forth in the Assumption List are approved. For the avoidance of doubt, the Debtors shall have no liability for such Proposed Cure Amounts, and the Contract Counterparties shall have no recourse to the Debtors for satisfaction of such Proposed Cure Amounts.

4. Nothing contained in the Motion or this Order, nor any action taken pursuant thereto, nor any payment made pursuant to the authority granted thereby, is intended to be or shall be construed as: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity or any other party in interest under the Bankruptcy Code or other applicable non-bankruptcy law; (b) a waiver of the Debtors' or any party in interest's rights to dispute any claim on any grounds; (c) a promise or requirement to pay any claim except as otherwise expressly provided herein; (d) an implication or admission that any claim is of a type specified or defined in this Motion or any order granting the relief requested by this Motion; (e) a waiver of any claims or causes of action that may exist against any creditor or interest holder; (f) except as otherwise expressly provided herein, a bar or disallowance of any creditors' claim against the Debtors; (g) a limitation of any creditors' right to assert a claim against the Foreclosure Buyers for performance under its respective contract; (h) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code, except for the assumption and assignment of the Assigned Leases identified on the Assumption List; (i) a waiver or limitation of the Debtors' and Foreclosure Buyers' rights under the Bankruptcy Code or any other applicable law; or (j) a waiver of any claims that the Debtors or any party in interest may

have against any Contract Counterparty, whether or not such claims arise under, are related to the assumption of, or are independent of the Assigned Leases.

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

6. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6006.

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

8. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

###END OF ORDER###

Submitted by:

/s/ Holland N. O'Neil

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

SCHEDULE 1

Assigned Leases

No.	Landlord/Counterparty	School Name	Debtor	Lease Date	School Address	Proposed Assignee	Proposed Cure Amount
1	240 Enterprise, LLC	Verona	Guidepost A LLC	9/27/2021	240 Enterprise Drive, Verona, WI, 53593	GGE	\$0
2	BRR Enterprises, Inc	Broadlands	Guidepost A LLC	11/17/2015	42945 Waxpool Road, Ashburn, VA, 20148	GGE	\$0
3	California Avenue LLC	Lynnwood Parking License	HGE FIC L LLC	1/25/2022	5405 196th Place SW, Lynnwood, WA 98036	GGE	\$0
4	Fort Gate Properties, LLC	Leavenworth	HGE FIC M LLC	12/9/2020	571 Metropolitan Avenue, Leavenworth, KS, 66048	CEA	\$0
5	LLI Enterprises, LLC	Princeton Meadows	HGE FIC L LLC	10/22/2021	666 Plainsboro Road, #2100, Plainsboro Township, NJ, 08536	CEA	\$0
6	MEC The Overlook, LLC	Oak Brook	HGE FIC I LLC	11/24/2020	1745 W 22nd Street, Oak Brook, IL, 60523	CEA	\$0
7	WRI Gateway Alexandria, LLC	West Alex Expansion	Guidepost A LLC	12/27/2023	3458 Berkeley St., Alexandria, VA 22302	GGE	\$0