

Jason S. Brookner (Texas Bar No. 24033684)
Aaron M. Kaufman (Texas Bar No. 24060067)
Amber M. Carson (Texas Bar No. 24075610)
Emily F. Shanks (Texas Bar No. 24110350)

GRAY REED

1601 Elm Street, Suite 4600

Dallas, Texas 75201

Telephone: (214) 954-4135

Facsimile: (214) 953-1332

Email: jbrookner@grayreed.com

akaufman@grayreed.com

acarson@grayreed.com

eshanks@grayreed.com

*Proposed Counsel to the Official Committee
of Unsecured Creditors*

**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> ,	§	Case No. 25-80121 (MVL)
	§	
Debtors. ¹	§	(Jointly Administered)
	§	

**APPLICATION FOR
ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT OF GRAY REED AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, EFFECTIVE AS OF JULY 10, 2025**

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 TWENTY-FOUR (24) DAYS AFTER THE DATE THIS APPLICATION 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 TWENTY-FOUR (24) DAYS AFTER THE DATE THIS APPLICATION WAS FILED. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://www.veritaglobal.net/higherground>. The Debtors' service address for these chapter 11 cases is 1321 Upland Dr., PMB 20442, Houston, TX 77043.



The Official Committee of Unsecured Creditors (the “Committee”), appointed in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), respectfully state the following in support of this application (this “Application”):²

Relief Requested

1. By this Application, the Committee seeks entry of an order, substantially in the form attached hereto as **Exhibit C** (the “Order”): (a) authorizing the Committee to employ Gray Reed as its counsel effective as of July 10, 2025, and (b) granting related relief.

2. In support of this Application, the Committee respectfully submits the *Declaration of Jason S. Brookner in Support of the Application for Entry of an Order Authorizing the Employment of Gray Reed as Counsel to the Official Committee of Unsecured Creditors, Effective as of July 10, 2025* (the “Brookner Declaration”), attached hereto as **Exhibit A**, and the *Declaration of Sopheia Kim in Support of the Application for Entry of an Order Authorizing the Employment of Gray Reed as Counsel to the Official Committee of Unsecured Creditors, Effective as of July 10, 2025*, (the “Kim Declaration”) attached hereto as **Exhibit B**.

Jurisdiction and Venue

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, and this is a core matter pursuant to 28 U.S.C. § 157(b).

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

5. The bases for the relief requested herein are sections 328, 330, and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rules 2014-1 and 2016-1 of the *Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas*

² Capitalized terms used but not yet defined herein have the meanings ascribed to them later in this Application.

(the “Local Rules”), and Section F.20 of the *Procedures for Complex Cases in the Northern District of Texas* (the “Complex Case Procedures”).

Background

6. On June 17, 2025 and June 18, 2025 (collectively, the “Petition Date”), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

7. On July 8, 2025, the United States Trustee for the Northern District of Texas (the “U.S. Trustee”) appointed the Committee. *See* Docket No. 158.

8. On July 10, 2025, the Committee selected Gray Reed as its counsel. Gray Reed immediately began rendering services to the Committee.

Gray Reed’s Qualifications

9. Gray Reed maintains offices in Houston, Dallas, and Waco, Texas. With approximately 150 attorneys, the Firm provides a full range of legal services to clients throughout Texas and the United States. Gray Reed has extensive chapter 11 experience representing creditors’ committees, debtors, equity committees, creditors, trustees, and others in a wide variety of bankruptcy cases. In preparing for its representation of the Committee, Gray Reed has become familiar with these chapter 11 cases, the Debtors’ business, and many of the potential legal issues that may arise in the context of these chapter 11 cases.

10. The Committee has determined that the retention of counsel is necessary to fulfill its statutory duties under the Bankruptcy Code. Gray Reed has extensive experience in and knowledge of debtors’ protections, creditors’ rights, and complex proceedings under chapter 11 of the Bankruptcy Code. Gray Reed regularly represents statutory committees, chapter 11 debtors,

and other parties in interest in the Northern District of Texas and throughout Texas. Due to Gray Reed's considerable chapter 11 experience and expertise representing committees of unsecured creditors, the Committee believes that Gray Reed is both well qualified and uniquely able to assist the Committee and its constituents in these cases.

Services to be Provided

11. The Committee seeks to employ Gray Reed to act as its counsel in these cases and to render the following professional services:

- (a) advise the Committee in connection with its rights, powers, and duties in these chapter 11 cases;
- (b) assist and advise the Committee in its consultation with the Debtors relating to the administration of these chapter 11 cases;
- (c) attend meetings and negotiate with the representatives of the Debtors and other parties-in-interest;
- (d) assist and advise the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- (e) assist and advise the Committee in its investigation of potential causes of action on behalf of the Debtors' estates;
- (f) assist and advise the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- (g) assist the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);
- (h) take all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- (i) prepare all necessary motions, applications, answers, orders, reports, replies, responses, and any other papers on behalf of the Committee ;
- (j) participate in mediation and represent the interests of the Committee at such mediations or in any adversary proceedings;
- (k) appear, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts; and

- (l) perform all other necessary legal services in these cases on behalf of the Committee.

Professional Compensation

12. As set forth in the Brookner Declaration, Gray Reed intends to (a) charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date the services are rendered and (b) seek reimbursement of actual and necessary out-of-pocket expenses, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Complex Case Procedures, and any other applicable procedures and orders of the Court.

13. Gray Reed's current customary hourly rates generally range from \$425.00 to \$990.00 per hour for attorneys and \$75.00 to \$385.00 per hour for paraprofessionals. Hourly rates are periodically adjusted in the normal course of Gray Reed's business, typically on an annual basis. The professionals and paraprofessionals primarily responsible for this engagement and their respective standard hourly rates are as follows.

Name	Title	Rate
Jason S. Brookner	Partner	\$990.00
Aaron M. Kaufman	Partner	\$850.00
Amber M. Carson	Partner	\$750.00
Emily F. Shanks	Associate	\$595.00
Veronica Salazar	Paralegal	\$385.00

These persons will be assisted by other professionals and paraprofessionals at Gray Reed as necessary.

14. Gray Reed's hourly rates are set at a level designed to compensate Gray Reed fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions. These hourly rates are consistent with the

rates that Gray Reed charges other non-bankruptcy and chapter 11 clients, regardless of the location of the chapter 11 case. Moreover, the rate structure is appropriate and not significantly different from (a) the rates Gray Reed charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Gray Reed will perform in these cases.

15. It is Gray Reed's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Gray Reed's policy to charge its clients only the amounts actually incurred by Gray Reed in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

Gray Reed's Disinterestedness

16. To the best of the Committee's knowledge, and as disclosed herein and in the Brookner Declaration, (a) Gray Reed is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code as set forth in section 328(c) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Committee or the Debtors' estates as required by section 1103(b) of the Bankruptcy Code, and (b) Gray Reed has no connection to the Debtors, their creditors, or any other party in interest, except as may be disclosed in the Brookner Declaration.

17. Gray Reed will review its files periodically during the pendency of these chapter 11 cases to ensure no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Gray Reed will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

Basis for Relief

18. Pursuant to sections 328(a) and 1103 of the Bankruptcy Code, a committee appointed pursuant to section 11 U.S.C. § 1102, with the Court's approval, may employ one or more professionals to represent it in carrying out its duties under the Bankruptcy Code, provided that such professionals do not hold any adverse interest and are disinterested.

19. Bankruptcy Rule 2014(a) requires that an application for retention include specific facts showing:

- (A) the need for employment;
- (B) the name of the person to be employed;
- (C) the reasons for the selection;
- (D) the professional services to be rendered;
- (E) any proposed arrangement for compensation;
- (F) to the best of the applicant's knowledge, all the person's connections with:
 - the debtor;
 - creditors;
 - any other party interest;
 - their respective attorneys and accountants;
 - the United States Trustee;
 - and any person employed in the United States trustee's office.

Fed. R. Bankr. P. 2014(a)(2).

20. Gray Reed has substantial experience in bankruptcy and restructurings, including extensive experience representing official committees of unsecured creditors. Gray Reed's services will enable the Committee to execute its duties as a fiduciary for the Debtors' unsecured creditors and are necessary to the success of these chapter 11 cases. The Committee believes that Gray Reed is well-qualified to represent the Committee in an efficient and cost-effective manner. As stated above, and as further stated in the Brookner Declaration, the Committee does not believe that Gray Reed holds any adverse interest to the interest of the Debtors' estates in connection with these cases and believes that Gray Reed is a "disinterested person" under section 328(c) the

Bankruptcy Code. Accordingly, the Committee submits that the retention of Gray Reed is in the best interests of the Committee and should be approved by the Court.

Notice

21. The Committee will provide notice of this Application to the following parties or their respective counsel: (a) the Debtors, (b) the Office of the United States Trustee for the Northern District of Texas; (c) the Debtors' Senior DIP Lender and Plan Sponsor; (d) the Junior DIP Lender (e) the United States Attorney's Office for the Northern District of Texas; (f) the Internal Revenue Service; (g) the state attorneys general for states in which the Debtors conduct business; and (h) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Committee respectfully submits that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the Committee respectfully requests that the Court enter the Order, granting the relief requested in this Application and granting such other and further relief as the Court deems appropriate under the circumstances.

[Remainder of page intentionally left blank]

Respectfully submitted this 11th day of August, 2025.

GRAY REED

By: /s/ Jason S. Brookner

Jason S. Brookner

Texas Bar No. 24033684

Aaron M. Kaufman

Texas Bar No. 24060067

Amber M. Carson

Texas Bar No. 24075610

Emily F. Shanks

Texas Bar No. 24110350

1601 Elm Street, Suite 4600

Dallas, Texas 75201

Telephone: (214) 954-4135

Facsimile: (214) 953-1332

Email: jbrookner@grayreed.com

akaufman@grayreed.com

acarson@grayreed.com

eshanks@grayreed.com

*Proposed Counsel to the Official Committee
of Unsecured Creditors*

Certificate of Service

I certify that on August 11, 2025, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Northern District of Texas and on the parties appearing on the attached service list via electronic mail, where available, and via U.S. First Class Mail where email is unavailable.

/s/ Jason S. Brookner

Jason S. Brookner

Master Service List

Committee of Unsecured Creditors 214 E Hallandale Beach, LLC Brian Bussey, Vice President of Real Estate 1395 Brickell Avenue, Suite 760 Miami, FL 33131 brian@fortecnow.com	Counsel to Federal Way School LLC, Naples School LLC, and Burke School LLC Bradley Arant Boult Cummings LLP Jarrod B. Martin 600 Travis, Suite 5600 Houston, TX 77002 jbmartin@bradley.com
Counsel to Collin County Tax Assessor/Collector Abernathy, Roeder, Boyd & Hullett, P.C. Paul M. Lopez, Larry R. Boyd, Emily M. Hahn 1700 Redbud Blvd, Ste. 300 McKinney, TX 75069 plopez@abernathy-law.com ; bankruptcy@abernathy-law.com ; ehahn@abernathy-law.com	Interested Party Byron Adams byronadams@gmail.com
Alabama Attorney General Attn Bankruptcy Department 501 Washington Ave PO Box 300152 Montgomery, AL 36104-0152 consumerinterest@Alabamaag.gov	California Attorney General Attn Bankruptcy Department 1300 I St., Ste. 1740 Sacramento, CA 95814-2919
Arizona Attorney General Attn Bankruptcy Department 2005 N Central Ave Phoenix, AZ 85004-2926	Counsel to McKinney TX Associates, LLC Carter Arnett PLLC J. Robert Arnett II 8150 N. Central Expressway, Suite 500 Dallas, TX 75206 barnett@carterarnett.com
Arizona Attorney General - CSS Attn Bankruptcy Department PO Box 6123 MD 7611 Phoenix, AZ 85005-6123 BCEIntake@azag.gov	Counsel to Carl B. Barney Cavazos Hendricks Poirot, P.C. Charles B. Hendricks Suite 570, Founders Square 900 Jackson Street Dallas, TX 75202 chuckh@chfirm.com
Counsel to Interested Parties Duc Viet Nguyen, Thuy Thi Thu Nguyen, Dixit Kishorkumar Vora and Philip O'Neill Baker, Donelson, Bearman, Caldwell & Berkowitz, PC Daniel J. Ferretti 1301 McKinney, Suite 3700 Houston, TX 77010 dferretti@bakerdonelson.com	Connecticut Attorney General Attn Bankruptcy Department 165 Capitol Avenue Hartford, CT 06106 attorney.general@ct.gov
	Counsel to 2HR Learning Cozen O'Connor Attn: Trevor Hoffman 3WTC 175 Greenwich Street, 55th Floor New York, NY 10007 thoffmann@cozen.com
	Delaware Attorney General Attn Bankruptcy Department Carvel State Office Bldg. 820 N. French St. Wilmington, DE 19801 attorney.general@state.de.us

Counsel to Ramandeep Girn and Rebecca Girn

Dentons US LLP
Clay M. Taylor, John D. Beck
100 Crescent Court, Suite 900
Dallas, TX 75201-1858
clay.taylor@dentons.com;
john.beck@dentons.com

Proposed Counsel to the Debtors and Debtors in Possession

Foley & Lardner LLP
Holland N. O'Neil, Mary M. Rofaeil, Thomas C. Scannell
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
honeil@foley.com;
mary.rofaeil@foley.com;
tscannell@foley.com

Proposed Counsel to the Debtors and Debtors in Possession

Foley & Lardner LLP
Nora J. McGuffey, Quynh-Nhu Truong
1000 Louisiana Street, Suite 2000
Houston, TX 77002
nora.mcguffey@foley.com;
qtruong@foley.com

Proposed Counsel to the Debtors and Debtors in Possession

Foley & Lardner LLP
Timothy C. Mohan
1144 15th Street, Suite 2200
Denver, CO 80202
tmohan@foley.com

Counsel to Venture Lending & Leasing IX, Inc. and WTI Fund X, Inc.

Fox Rothschild LLP
Jeffrey T. Klugman
345 California Street, Suite 2200
San Francisco, CA 94104
jklugman@foxrothschild.com

Counsel to Venture Lending & Leasing IX, Inc. and WTI Fund X, Inc.

Fox Rothschild LLP
Trey A. Monsour
2501 N. Harwood Street, Suite 1800
Dallas, TX 75201
tmonsour@foxrothschild.com

Counsel to Yu Capital and the Yu Capital Affiliates

Frost Brown Todd LLP
Rebecca L. Matthews, Esq., Mark A. Platt, Esq
2101 Cedar Springs Rd.
Dallas, TX 75201
rmatthews@fbtlaw.com;
mplatt@fbtlaw.com

Counsel to Cathy Lim

Gibson Herod Law
David Gibson, Reagan R. Herod
15400 Knoll Trail Dr., Suite 300
Dallas, TX 75248
dgibson@gibsonherod.com;
rhoherod@gibsonherod.com

Counsel to Learn Capital Fund (and all other Learn related entities)

Gunderson Dettmer
Attn: Jordan Murray
3570 Carmel Mountain Road, Suite 200
San Diego, CA 92130
jmurray@gunder.com

Debtors

Higher Ground Education, Inc.
1321 Upland Dr.
PMB 20442
Houston, TX 77043

Idaho Attorney General

Attn Bankruptcy Department
700 W. Jefferson Street Suite 210
PO Box 83720
Boise, ID 83720-0010
bankruptcy@ag.idaho.gov

Illinois Attorney General

Attn Bankruptcy Department
James R. Thompson Ctr
100 W. Randolph St.
Chicago, IL 60601
bankruptcy_notices@ilag.gov

Internal Revenue Service

Centralized Insolvency Operation
2970 Market St
Philadelphia, PA 19104

Internal Revenue Service

Centralized Insolvency Operation
PO Box 7346
Philadelphia, PA 19101-7346

Counsel to Guidepost Global Education, Inc.

Kane Russell Coleman Logan PC
Jason Binford
401 Congress Avenue, Suite 2100
Austin, TX 78701
jbinford@krcl.com

Claims and Noticing Agent

KCC dba Verita
Adam J. Gorman
222 N Pacific Coast Highway, Ste 300
El Segundo, CA 90245
highergroundinfo@veritaglobal.com

Kentucky Attorney General

Attn Bankruptcy Department
700 Capitol Avenue
Capitol Building, Suite 118
Frankfort, KY 40601-3449
attorney.general@ag.ky.gov

Counsel to Bexar County

Linebarger Goggan Blair & Sampson, LLP
Don Stecker
112 E. Pecan Street, Suite 2200
San Antonio, TX 78205
sanantonio.bankruptcy@lgbs.com

**Counsel to the City of Frisco, Tarrant County,
Lewisville ISD, Dallas County and Irving ISD**

Linebarger Goggan Blair & Sampson, LLP
John Kendrick Turner
3500 Maple Avenue, Suite 800
Dallas, TX 75219
dallas.bankruptcy@lgbs.com

**Counsel to City of Houston, Houston ISD, Harris
Co ESD # 48, Houston Comm Coll , System
Montgomery County and Interstate Municipal
Utility District**

Linebarger Goggan Blair & Sampson, LLP
Tara L. Grundemeier
PO Box 3064
Houston, TX 77253-3064
houston_bankruptcy@lgbs.com

Louisiana Attorney General

Attn Bankruptcy Department
PO Box Box 94005
Baton Rouge, LA 70804
Executive@ag.louisiana.gov;
ConstituentServices@ag.louisiana.gov

Massachusetts Attorney General

Attn Bankruptcy Department
One Ashburton Place
20th Floor
Boston, MA 02108-1518

**Counsel to the County of Denton, Texas and the
County of Williamson, Texas**

McCreary, Veselka, Bragg & Allen, P.C.
Julie Anne Parsons
P.O. Box 1269
Round Rock, TX 78680-1269
jparsons@mvmvalaw.com

**Counsel for Quattro Development, LLC, Quattro
Menomonee Falls, LLC, and West Palm Beach
Education, LLC**

Mcguirewoods LLP
Demetra Liggins
Texas Tower
845 Texas Ave., 24th Floor
Houston, TX 77002
dliggins@mcguirewoods.com

Missouri Attorney General

Attn Bankruptcy Department
Supreme Court Bldg
207 W. High St.
P.O. Box 899
Jefferson City, MO 65101
attorney.general@ago.mo.gov

Montana Attorney General

Attn Bankruptcy Department
Justice Bldg
215 N. Sanders 3rd Fl
PO Box 201401
Helena, MT 59620-1401
contactocp@mt.gov

New Hampshire Attorney General

Attn Bankruptcy Department
33 Capitol St.
Concord, NH 03301
attorneygeneral@doj.nh.gov

New Jersey Attorney General

Attn Bankruptcy Department
Richard J. Hughes Justice Complex
25 Market St
PO Box 080
Trenton, NJ 08625-0080
Heather.Anderson@law.njoag.gov;
NJAG.ElectronicService.CivilMatters@law.njoag.gov

New Mexico Attorney General

Attn Bankruptcy Department
408 Galisteo St
Villagra Building
Santa Fe, NM 87501

New York Attorney General

Attn Bankruptcy Department
Office of the Attorney General
The Capitol, 2nd Fl.
Albany, NY 12224-0341
letitia.james@ag.ny.gov

<p>Counsel to Yu Capital, YuHGE A, YuFIC B, YuATI, NRTC and Yu Capital and the Yu Capital Affiliates Nixon Peabody LLP Christopher M. Desiderio, Esq., Morgan Nighan, Esq. 55 W 46th Street New York, NY 10036 cdesiderio@nixonpeabody.com mnighan@nixonpeabody.com</p>	<p>Counsel to Guidepost Financial Partner, LLC Pachulski Stang Ziehl & Jones LLP Michael D. Warner, Esq., Jordan A. Kroop, Esq., Benjamin L. Wallen, Esq. 700 Louisiana Street, Suite 4500 Houston, TX 77002 mwarner@pszjlaw.com jkroop@pszjlaw.com bwallen@pszjlaw.com</p>
<p>North Carolina Attorney General Attn Bankruptcy Department 9001 Mail Service Center Raleigh, NC 27699-9001 ncago@ncdoj.gov</p>	<p>Pennsylvania Attorney General Attn Bankruptcy Department 16th Floor, Strawberry Square Harrisburg, PA 17120 info@attorneygeneral.gov</p>
<p>U.S. Trustee for the Northern District of Texas Office of The United States Trustee Meredyth A. Kippes 1100 Commerce Street, Room 976 Dallas, TX 75242 meredyth.kippes@usdoj.gov</p>	<p>Counsel to Richardson ISD Perdue, Brandon, Fielder, Collins & Mott, L.L.P. c/o Elizabeth Banda Calvo 500 E. Border Street, Suite 640 Arlington, TX 76010 ebcalvo@pbfc.com</p>
<p>Counsel to Ark Darnestown Properties LLC, Plainsboro Education LLC and BRR Enterprises, Inc. Offit Kurman, P.A. Bryn H. Sherman, Esq., Stephen Nichols, Esq., Frances C. Wilburn, Esq. 7501 Wisconsin Avenue, Suite 1000W Bethesda, MD 20814 bsherman@offitkurman.com; fwilburn@offitkurman.com; snichols@offitkurman.com</p>	<p>Counsel to Montgomery County Municipal Utility District # 6 Perdue, Brandon, Fielder, Collins & Mott, L.L.P. c/o Melissa E. Valdez 1235 North Loop West, Suite 600 Houston, TX 77008 mvaldez@pbfc.com</p>
<p>Ohio Attorney General Attn Bankruptcy Department 50 E. Broad Street 17th Fl Columbus, OH 43215 Kristin.Radwanick@OhioAGO.gov</p>	<p>Top 30 Creditor / Committee of Unsecured Creditors Pure Tempe Partnership Michael W. Pure, Managing Partner 232 Deerfield Rd. Deerfield, IL 60015 mwpure@gmail.com</p>
<p>Interested Party Optima, Inc. Tracy Larrison 7157 E. Rnacho Vista Dr. #109 Scottsdale, AZ 85251 larrison@optima.inc</p>	<p>Rhode Island Attorney General Attn Bankruptcy Department 150 S. Main St. Providence, RI 02903 ag@riag.ri.gov</p>
<p>Oregon Attorney General Attn Bankruptcy Department 1162 Court St. NE Salem, OR 97301-4096 AttorneyGeneral@doj.state.or.us Lisa.Udland@doj.state.or.us</p>	<p>Counsel to Red Arrow Investments, LLC Rothchild, Barry & Myers LLP John D. Silk 150 S. Wacker Drive, Suite 3025 Chicago, IL 60606 silk@rbmchicago.com</p>
	<p>Top 30 Creditor / Committee of Unsecured Creditors RTS Orchards, LLC Terry Nugent, Commercial Property Manager 4831 Calloway Dr. Suite 102 Bakersfield, CA 93312 terry@orovistafarms.com</p>

United States Securities and Exchange Commission SEC Fort Worth Regional Office Regional Director 801 Cherry Street, Suite 1900, Unit 18 Fort Worth, TX 76102 dfw@sec.gov	The County of Loudoun, Virginia Tina Estevao, Senior Assistant County Attorney One Harrison Street, S.E., 5th Floor P.O. Box 7000 Leesburg, VA 20177-7000 tina.estevao@loudoun.gov
United States Securities and Exchange Commission SEC Headquarters 100 F St NE Washington, DC 20549 SECBankruptcy-OGC-ADO@SEC.GOV	Top 30 Creditor / Committee of Unsecured Creditors The School of Practical Philosophy Allan S. Moller, Member 2 East 79th Street New York, NY 10075 asm110@earthlink.net
Counsel to Kimco Realty Corporation and Twin Star Ventures, LLC Singer & Levick, P.C. Michelle E. Shriro, Esq. 16200 Addison Road, Suite 140 Addison, TX 75001 mshriro@singerlevick.com	Tennessee Dept of Revenue c/o TN Attorney General's Office Bankruptcy Division PO Box 20207 Nashville, TN 37202-0207
Top 30 Creditor / Committee of Unsecured Creditors Sophiea Kim Property Manager for Cathy Lim 4149 Freedom Ln. Frisco, TX 75033 sophiea.jk@gmail.com	Travis County Delia Garza, Travis County Attorney P.O. Box 1748 Austin, TX 78767 Jason.Starks@traviscountytexas.gov
South Carolina Attorney General Attn Bankruptcy Department P.O. Box 11549 Columbia, SC 29211 bankruptcy@scag.gov	Utah Attorney General Attn Bankruptcy Department Utah State Capitol Complex 350 North State Street, Suite 230 Salt Lake City, UT 84114-2320 bankruptcy@agutah.gov
Tennessee Attorney General Attn Bankruptcy Department P.O. Box 20207 Nashville, TN 37202-0207 agattorneys@ag.tn.gov	Vermont Attorney General Attn Bankruptcy Department 109 State St. Montpelier, VT 05609-1001 ago.info@vermont.gov
Texas Attorney General Attn Bankruptcy Department 300 W. 15th St Austin, TX 78701 bankruptcytax@oag.texas.gov ; communications@oag.texas.gov	Washington Attorney General Attn Bankruptcy Department 1125 Washington St SE PO Box 40100 Olympia, WA 98504-0100
United States Attorney's Office for the Northern District of Texas Texas Northern District US Attorney's Office Attn Bankruptcy Division 1100 Commerce St Third Fl Dallas, TX 75242-1699	Counsel to First-Citizens Bank & Trust Co. Weintraub Tobin Chediak Coleman Grodin Law Corporation David W. Creeggan 400 Capitol Mall, 11th Floor Sacramento, CA 95814 Dcreeggan@weintraub.com
	West Virginia Attorney General Attn Bankruptcy Department State Capitol Bldg 1 Rm E-26 1900 Kanawha Blvd., East Charleston, WV 25305 consumer@wvago.gov

Counsel to Cosmic Education Americas

White & Case

Attn: Sam Kava
Southeast Financial Center
200 South Biscayne Boulevard, Suite 4900
Miami, FL 33131
Sam.kava@whitecase.com

Counsel to 214 E Allandale Beach LLC

Winstead PC
Annmarie Chiarello
500 Winstead Building
2728 N. Harwood Street
Dallas, TX 75201
achiarello@winstead.com

Wisconsin Attorney General

Attn Bankruptcy Department
Wisconsin Dept. of Justice
114 East, State Capitol
PO Box 7857
Madison, WI 53707-7857
dojbankruptcynoticegroup@doj.state.wi.us

Exhibit A

Brookner Declaration

**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> ,	§	Case No. 25-80121 (MVL)
	§	
Debtors. ¹	§	(Jointly Administered)
	§	

**DECLARATION OF JASON S. BROOKNER IN SUPPORT
OF THE APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE EMPLOYMENT OF GRAY REED AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, EFFECTIVE AS OF JULY 10, 2025**

Jason S. Brookner declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a partner in the law firm of Gray Reed. Gray Reed maintains offices in Houston, Dallas, and Waco, Texas. With approximately 150 attorneys, the Firm provides a full range of legal services to clients throughout Texas and the United States.

2. I am the lead attorney from Gray Reed working on the above-captioned chapter 11 cases. I am a member in good standing of the State Bar of Texas, and I have been admitted to practice in the United States Bankruptcy Court for the Northern District of Texas. There are no disciplinary proceedings pending against me.

3. I submit this declaration in support of the *Application for Entry of an Order Authorizing the Employment of Gray Reed as Counsel to the Official Committee of Unsecured Creditors, Effective as of July 10, 2025* (the “Application”),² and to provide the disclosures required under Fed. R. Bankr. P. 2014(a).

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.veritaglobal.net/higherground>. The Debtors’ service address for these chapter 11 cases is 1321 Upland Dr., PMB 20442, Houston, TX 77043.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

4. I have personal knowledge of the facts set forth herein unless otherwise indicated. To the extent any information disclosed herein requires amendment or modification, I will submit a supplemental declaration.

5. Neither I, Gray Reed, nor any lawyer at the Firm represents any party in interest (or its attorneys or accountants) other than the Committee in connection with the above-captioned chapter 11 cases.

6. As set forth below, Gray Reed has in the past, may currently, and may in the future represent entities that are parties in interest, creditors or interest holders of the Debtors in matters unrelated to these chapter 11 cases. Gray Reed will not represent any of these parties in connection with the Debtors' chapter 11 cases. Gray Reed will only represent the Committee in connection with these chapter 11 cases.

Gray Reed's Qualifications

22. The Committee has determined that the employment of Gray Reed as counsel is necessary and appropriate under the circumstances. Gray Reed's complex chapter 11 experience, as well as its extensive practice before the Court and knowledge of the Local Rules and practices, make it ideal to efficiently serve the needs of the Committee. Due to Gray Reed's considerable chapter 11 experience and expertise representing committees of unsecured creditors, the Committee believes that Gray Reed is both well qualified and uniquely able to assist the Committee and its constituents in these cases.

Services to be Provided

7. The Committee seeks to employ Gray Reed on an hourly basis to act as counsel in these cases and to render the following professional services:

- (a) advise the Committee in connection with its rights, powers and duties in these chapter 11 cases;
- (b) assist and advise the Committee in its consultation with the Debtors relating to the administration of these chapter 11 cases;

- (c) attend meetings and negotiate with the representatives of the Debtors and other parties-in-interest;
- (d) assist and advise the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- (e) assist and advise the Committee in its investigation of potential causes of action on behalf of the Debtors' estates;
- (f) assist and advise the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- (g) assist the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);
- (h) take all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- (i) prepare all necessary motions, applications, answers, orders, reports, replies, responses, and any other papers on behalf of the Committee ;
- (j) participate in mediation and represent the interests of the Committee at such mediations or in any adversary proceedings;
- (k) appear, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and before the U.S. Trustee; and
- (l) perform all other necessary legal services in these cases on behalf of the Committee.

Professional Compensation

8. Gray Reed intends to (a) charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date services are rendered and (b) seek reimbursement of actual and necessary out-of-pocket expenses, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Complex Case Procedures, and any other applicable procedures and orders of the Court.

9. Gray Reed's current customary hourly rates generally range from \$425.00 to \$990.00 per hour for attorneys and \$75.00 to \$385.00 per hour for paraprofessionals. Hourly rates

are periodically adjusted in the normal course of Gray Reed's business, typically on an annual basis. The professionals and paraprofessionals primarily responsible for this engagement and their respective standard hourly rates are as follows.

Name	Title	Rate
Jason S. Brookner	Partner	\$990.00
Aaron M. Kaufman	Partner	\$850.00
Amber M. Carson	Partner	\$750.00
Emily F. Shanks	Associate	\$595.00
Veronica Salazar	Paralegal	\$385.00

The persons listed above will be assisted by other professionals and paraprofessionals at Gray Reed as necessary.

10. Gray Reed's hourly rates are set at a level designed to compensate Gray Reed fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions. These hourly rates are consistent with the rates Gray Reed charges other bankruptcy and nonbankruptcy clients, regardless of the location of the case. Moreover, this rate structure is appropriate and not significantly different from (a) the rates Gray Reed charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Gray Reed will perform in these chapter 11 cases.

11. It is Gray Reed's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Gray Reed's policy to charge its clients only the amount actually incurred by Gray Reed in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, photocopying, computer-assisted legal research, airfare, meals, and lodging.

Gray Reed's Disinterestedness

12. To the best of my knowledge, (a) Gray Reed is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code as set forth in section 328(c) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Committee or the Debtors’ estates, and (b) Gray Reed has no connection to the Debtors, their creditors, or any other party in interest, except as may be disclosed in this Declaration.

13. In connection with its proposed retention by the Committee in these chapter 11 cases, Gray Reed undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Committee or the Debtors. Specifically, Gray Reed obtained from the Debtors and their representatives the names of individuals and entities that may be parties in interest in these chapter 11 cases (the “Potential Parties in Interest”) and such parties are listed on **Schedule 1** hereto. In preparing this Declaration, either I or someone under my supervision and direction searched Gray Reed’s client database to determine whether Gray Reed had any relationships with the groups of persons and entities listed on **Schedule 1**. The information listed on **Schedule 1** may have changed without Gray Reed’s knowledge and may change during the pendency of these chapter 11 cases. Accordingly, Gray Reed will update this Declaration as necessary if Gray Reed becomes aware of additional material information.

14. To the extent that I have been able to ascertain that Gray Reed has a relationship with any Potential Parties in Interest in matters unrelated to the case, such facts are disclosed on **Schedule 2** attached hereto. For the avoidance of doubt, Gray Reed will not commence a cause of action in these chapter 11 cases against the entities listed on **Schedule 2** that are current clients of Gray Reed unless Gray Reed has an applicable waiver on file or first receives a waiver from such entity allowing Gray Reed to commence such an action. To the extent that a waiver does not

exist or is not obtained from such entity and it is necessary for the Committee to commence an action against that entity, the Committee will undertake to identify and appoint conflicts counsel.

15. Gray Reed and certain of its partners and associates may have in the past represented, may currently represent, and likely in the future will represent, entities that may be parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and these chapter 11 cases.

16. From time to time, Gray Reed may have referred, and may in the future refer, work to other professionals who may be retained in these chapter 11 cases. Likewise, certain such professionals may have referred, and may in the future refer, work to Gray Reed.

17. Certain of Gray Reed's partners and associates have in the past, may currently, and likely in the future will, present on or coordinate panels, co-author articles, attend conferences, and/or participate as members of professional organizations with persons employed in the Office of the U.S. Trustee or serving on the U.S. Bankruptcy Court for the Northern District of Texas.

18. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, Gray Reed, nor any partner or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, the Office of the United States Trustee for the Northern District of Texas, any person employed in the Office of the U.S. Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Northern District of Texas, except as disclosed or otherwise described herein.

19. Gray Reed will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Gray Reed will use reasonable efforts to

identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

Statement Regarding U.S. Trustee Guidelines

20. Gray Reed will apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Gray Reed also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the "UST Guidelines"), both in connection with this application and the interim and final fee applications to be filed by Gray Reed in the chapter 11 cases.

21. The following is provided in response to the request for additional information set forth in paragraph D.1 of the UST Guidelines:

Question: Did the Firm agree to any variations from, or alternatives to, the Firm's standard billing arrangements for this engagement?

Answer: No.

Question: Do any of the Firm professionals included in this engagement vary their rate based on the geographical location of the Debtors' chapter 11 cases?

Answer: The hourly rates used by Gray Reed in representing the Debtors are consistent with the rates that Gray Reed charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

Question: If the Firm has represented the client in the 12 months prepetition, disclose the Firm's billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition.

Answer: Gray Reed did not represent the Committee prepetition.

Question: Has your client approved the Firm's budget and staffing plan, and if so, for what budget period?

Answer: Gray Reed has provided a good faith estimate of its expected fees and expenses during the course of these chapter 11 cases. The Debtors incorporated such good faith estimates into the approved budget filed in relation to their request for final approval of their proposed debtor in possession financing.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on this 11th day of August, 2025.

By: /s/ Jason S. Brookner
Jason S. Brookner

Schedule 1

List of Entities Searched

Debtors/Affiliates

Higher Ground Education Inc. *dba HGE, dba Altitude Learning, dba TinyCare, dba NeighborSchools, dba Montessorium, dba Beacon Elementary*
Academy of Thought & Industry (a/k/a)
AltSchool II LLC
Guidepost A LLC
Guidepost Birmingham LLC
Guidepost Bradley Hills LLC
Guidepost Branchburg LLC
Guidepost Carmel LLC
Guidepost FIC B LLC
Guidepost FIC C LLC
Guidepost Goodyear LLC
Guidepost Las Colinas LLC
Guidepost Leawood LLC
Guidepost Montessori (a/k/a)
Guidepost Muirfield Village LLC
Guidepost Richardson LLC
Guidepost South Riding, LLC
Guidepost St. Robert LLC
Guidepost The Woodlands LLC
Guidepost Walled Lake LLC
HGE FIC D LLC
HGE FIC E LLC
HGE FIC F LLC
HGE FIC G LLC
HGE FIC H LLC
HGE FIC I LLC
HGE FIC J LLC (Non-Debtor Affiliate)
HGE FIC K LLC
HGE FIC L LLC
HGE FIC M LLC
HGE FIC N LLC
HGE FIC O LLC
HGE FIC P LLC
HGE FIC Q LLC
HGE FIC R LLC
LePort Emeryville LLC
Prepared Montessorian LLC
Terra Firma Services LLC

Current and Former Directors & Officers

Girn, Ramandeep (Ray) (Former CEO)

Current and Former Directors & Officers

Girn, Rebecca (Former General Counsel)
Guy Barnett
Jack Chorowsky (Former Director)
Jonathan McCarthy
Keith Schacht (Former Director)
Marc D. Kirshbaum
Maris Mendes
Mark Evans (Former Director)
Matthew S. Bateman (Former Director)
Mitch Michulka
Greg Mauro (Former Director)
Robert J. Hutter (Former Director)
Zhengyu Huang (Former Director)

Significant Shareholders

Girn, Ramandeep (Ray)
Learn Capital
Venn Growth Partners Management Ltd

EB-5 Investors

Amit Rindhe
Amrita Parekh
Anil Kumar Gottepu
Anuradha Medavarapu
Aprameya Ambalae
Ashwaray Chaba
Bernhard Würfler
Bhanu Sharma
Bian JingJing
Carolina Franco
Chen Xi
Darshit Dhanani
Deep Yogendrakumar Patel
Diao Yingying
Dixit Kishorkumar Vora
Duc Viet Nguyen
Fabio Muniz
Fatima Khatun
Fei Fei Shen
Galina Goian
Gao Hongbing
Gu Yue
Guo Jiaxuan

EB-5 Investors

Hessel Fokke Kamminga
Hieu Trung Pham
Hu Shuyuan
Jatin Dalal
Jiang Haitang
Jiang Hexin
Jingyne Zhang
Karan Baijal
Kaushik Saurabh
Khe Gym Kim
Konstantinos Koutoumanos
Kulwinder Singh
Li Xiaosha
Li Yonghua
Lin Zi Chen
Ling Zhao
Linh Thi Truc Le
Linna Xu
Liu Xiaodong
Lokesh Kumar Damodaran
Mallika Ajay Sarupria
Marcelo Klein
Megha Agrawal
Meghna Rangan
Mi Renzhi
Mithilesh Kailashbhai PATEL
Nadima S. Khandker
Nageswara Rao Mannem
Oveis Kassaeian
Phan Ngoc Quynh
Philip O'Neill
Pramod Ramarao
Prerna Ganjoo
Qinqin Zheng
Quan Shan Shan
Rahul Sharma
Ren Lou
Roman ROPOHL
Rosemeire Aparecida CAPELATE DE
OLIVEIRA
Sachin Ahuja
Sasikiran Dadi
Seema Chawan
Shi Wenyu

EB-5 Investors

Song Qian
Sonia Gupta
Sri Krishna Chaitanya ANNE
Swee Hoon Tan (Christine)
Syed Mohammed Hussain
Tang Yanping
Teja Rasamsetti
Thuy Thi Thu Nguyen
Tim Lozynyc
Tola O Kehinde
Udupi Supreeth Kumar Kini
Umesh Balani
Usha Rani Kodali
Wang Jialin
Wang Shuai
Wang Yizhe
Wu Yueqing
Xia Zhengfei
Xiao Ding
Xiaokun Xu
Xin Yaling
Xing Furong
Yan Junqing
Yaroslav Sadulin
Yue Li
Zan Jin
Zhao Zhiqiu
Zihui Tian
Zurab Tsnobiladze

Equity Security Holders

Branch Hill Capital, LLC
Fineast Ventures
Great Work Education
HEAL Partners
Learn Capital
Nimble Investors
Nimble Ventures, LLC
Ray Girn
Valinor
Venn Growth Partners Management Ltd
YuHGE C LLC

Secured Creditors

2HR Learning, Inc.
Branch Hill Capital, LLC
Cathy Eunjoo Lim
Cosmic Education Group
Heal Partners Australia Fund I LP
Heal Partners International Fund 1 LP
Learn Capital Fund V Growth L.P.
Learn Capital IV Special Opportunities XI, LLC
Learn Capital Special Opportunities Fund
XXXVII LLC
Learn Capital Special Opportunities XVIII, L.P.
Learn Capital Venture Partners III, L.P.
Learn Capital Venture Partners IV, L.P.
Nimble Ventures, LLC
NTRC Equity Partners LP
Venn Growth GP Limited LP
Venn Growth Partners HGE LP
Venture Lending & Leasing IX, Inc.
WTI Fund X, Inc.
Yu Capital, LLC
YuATI LLC
YuFICB LLC
YuHGE A, LLC
YYYYY, LLC

Bank

Wells Fargo

Collateral Agent

Learn Capital Venture Partners IV, L.P.

Landlords

101 Ringgold Road LLC
10300 Riverside, LLC c/o Canyon Park Capital,
LLC
109 Natches Trace LLC
1140 W Campbell Road LLC
1282 3rd Street, LLC
1710 Woodmont Blvd LLC
18265 Highway 49 LLC
1832 Litchfield LLC
214 E Hallandale Beach LLC
2230 - 2402 Hollywood LLC
2376 East Paris LLC

Landlords

240 Enterprise, LLC
2515 N Wauwatosa LLC
26300 Southfield LLC
2660 Pfingsten Property LLC
3005 GPH, LLC
3345 Peachtree Holdings, LLC
34 Madison GP Inc.
3501 W Segerstrom, LLC
3741 Buchanan Street Associates LLC
4150 Laclede LLC
45 Province LLC
479 Clinton Avenue Corp.
555 Bryant Partners, LLC
624 W. Church, LLC
650 Pleasant St, 19 Forest LLC
650 Pleasant Street Ellisville, LLC
7108 Bradley LLC
775 Columbus LLC
777 Levy Road, LLC
84 Mantague Realty, LLC
9930 Valley Ranch Pkwy LLC
Adrienne M. Wells Castaneda Gift Trust DTD
12.12.06
Allan, Finney & Lyle, LLC
AR of the Lucchesi Family Trust dated
November 8, 2007
ARK Darnestown Properties LLC
Atkinson Real Estate Legacy Partnership 2 LP
Audra Robbins, As Sole Trustee of the Robbins
Trust Dated 8/31/2018
AVA Investments LLC
B&P Realty and Management LLC
Bamboo Noles HG Property I, LLC
Beaverton 12650 LLC
Blimp Base Interests, Inc.
Bright Horizons Children's Centers LLC
BRR Enterprises, Inc.
Burke School LLC
Cameron Management LLC
Campus 130 Partners, LLC
Carl R. Freund, Trustee of the Irrevocable Trust
Agreement
CASA Timber Ridge, LLC
Champlin 6251 LLC
Chicago 1000 Washington LLC

Landlords

Church Road, Limited
CM Rentals LLC
Contact Bright Horizons Children's Centers LLC
Cove Texas Net Lease 63 MT, LLC
Cove Texas Net Lease 67 MT, LLC
CQFT, LLC
Craig Road Holding, LLC
Crazy Beagle, LLC
Crest Properties LLC
Davis Estates Ltd.
Daycare Properties, LLC
DC Newton Wells LLC
DC VA Beach Upton LLC
Deerfield 1085 LLC
Downers 925 LLC
DV 20 AC Limited Liability Partnership
Emerson High Investors, LLC
Fairfax Virginia Post 777, American Legion Inc.
Falcone Company LP
Federal Way School LLC
Figueres Partners, LLC
Florida Net Lease 72 MT, LLC
Fort Gate Properties, LLC
Fortec Group LLC
Fortis A LLC
Fortis B LLC
Fortis I LLC
G2MKLN, LLC
Greenwood Village Education, LLC
Gregeoh LLC
Guidepost Daycare OKC, LLC
Guidepost Emeryville LLC
Guidepost Kent, LLC
GW Logan Square LLC
Hanoy Georgia, LLC
Harvest Guidepost Katy LLC
Harveston-SAB South LLC
Hayjack LLC
HGIT 302 Colonades Way LLC
Hicks Revocable Marital Trust DTD 5/11/07
Imagine Music, Inc.
Intertex Plum Canyon, LLC
Intertex SCIP Higher Ground, LLC

Landlords

J.K. Lamb, LLC
Jaber J. Khuri Irrevocable Trust
JD Properties Vancouver, LLC
Kim, Cathy Eunjoo
La Cresenta Apartments, LLC
La Senda 77 LLC
Labonnevie Ventures, LLC
LCC 7220 Independence Pkwy LLC
Lenlo Realty LLC
Levy Road JLFT LLC
LFI Wheaton II LLC
LFI Wheaton III LLC
LHC 7220 Independence Pkwy LLC
LLI Enterprises, LLC
Lloyd H. Wells Gift Trust DTD 11/24/87
Lloyd Wells Gift Trust DTD Nov 24 1987
Lock Away Wurzbach Parkway, LLC
Longmont GM LLC
MAB Real Estate, LLC
McKinney TX Associates, LLC
MEC The Overlook, LLC
Naples School LLC
Nestar, LLC
NVS Properties 14, LLC
NVS Properties 16, LLC
NVS Properties 17, LLC
NVS Properties 18, LLC
NVS Properties 19, LLC
NVS Properties 20, LLC
NVS Properties 21, LLC
NVS Properties 23, LLC
NVS Properties 25, LLC
NVS Properties 26, LLC
NVS Properties 28, LLC
NVS Properties 29, LLC
NVS Properties 30, LLC
NVS Properties 32, LLC
NVS Properties 33, LLC
NVS Properties 35, LLC
NVS Properties III LLC
NVS Properties IX LLC
NVS Properties V, LLC
NVS Properties VIII, LLC

Landlords

NVS Properties XI LLC
Onni Atrium Development LP
Onni Grand LP
Optima Center Chicago II, LLC
Orchard Clark LLC
Paul J. Khuri Irrevocable Trust
Proliants Investment, LLC
Prosperity Road LLC
Purcellville Building LLC
Pure Tempe Partnership
Quattro Menomonee, LLC
Quattro Pewaukee, LLC
Quattro Richmond LLC
Quattro San Rafael LLC
Quattro Wheaton, LLC
Queen Gardens Realty LLC
R&P Alpharetta GA LLC
Red Arrow Investments, LLC
Richard Freeman Trust and Micah Freeman Trust
Riverside Palm Court LLC
RLS Edison Park, LLC
RTS Orchards LLC
RV 2301 N Clark St LLC
San Ramon Guidepost LLC
Serinity Herndon, LLC
Severna Park Children's Centre, Inc.
Southwood Realty LLC
SS Peoria Arizona, LLC
Stiefvater Orchards LP
The Janet Fargo Exemption Trust
The Paul Family Trust DTD 6/19/97
The Robert L. Wells Living Trust
The School of Practical Philosophy
Three Fountains, LLC
Toby Wells Foundation
Tony J. Khuri Irrevocable Trust
Triforce Management LLC
Trip3 LLC
Upper Gwynedd Equities LLC
V Lions Farming, LLC
Vartanian, Araksysa
Vartanian, Kevork
VK Smith Realty LLC

Landlords

Vorbeck Family Limited Partnership
Waxpool Daycare LLC
Wells Holmes, Adrienne
West Palm Beach Education LLC
WG Huntersville LLC
WRI Gateway Alexandria, LLC
Zaman, Khalida
Zaman, Syed Noor
Zaman, Syed Noor Zaman

Largest Unsecured Creditors

Google LLC
Grant Thorning Advisors LLC
Guidepost Financial Partner, LLC
Holmes, Athey, Cowan, and Mermelstein LLP
JKT Construction Inc. dba Corcon
Optimum Contractors, Inc.
Stripe, Inc.

Litigation Counterparties

200 HBB
A.W. and D.W.
Carl Barney, as Trustee of the Carl Barney Living Trust
David Lucchesi
Holmes, Athey, Cowan, and Mermelstein LLP
Integrated Concrete Construction
Lim
Orchard Lake Forest LLC
Soliman
Steven Vicari
Vicari Motors Inc.
Watkins

Benefits Administrators/Providers

Anthem c/o Personify Health
Bamboo HR
Better Business Planning Administration
MetLife

Insurance Broker

Marsh & McLennan Agency LLC

Insurance Premium Financers

First Insurance Funding

Insurance Providers

ACE American Insurance Company
Allied World Surplus Lines Insurance Company
Berkley Human Services
Berkley National Insurance Company
Coalition Insurance Solutions, Inc.
Evanston Insurance Company
Gerber Life Insurance Company
Hartford Fire Insurance Company
Hiscox R5-Lloyd's London
JEM Underwriting Managers
Philadelphia Indemnity Insurance Company
RT Specialty
The Hartford
Travelers Casualty and Surety Company of America
Twin City Fire Insurance Company

Medical Plan Provider

EyeMed

Owner of Adverse Party

Xu, Steve

TSA Counterparties

Cosmic Education Americas Limited
Guidepost Global Education, Inc.
TNC Schools LLC

Utilities Providers

AEP - Public Service Company of Oklahoma
AEP Ohio
AES Indiana
Alabama Power
Alliant Energy/WPL
Ameren Missouri
APS
Atlantic City Electric
Atmos Energy
AvalonBay Communities Inc.
BGE
Biltmore 16 LLC

Utilities Providers

Centerpoint Energy
CFCAF Silverstream LLC
Citizens Energy Group
City of Austin
City of Georgetown
City of Longmont
City of Naperville
City of Palo Alto
City of Waukeg
Cobb EMC
Columbia Gas of Ohio
Columbia Gas of Virginia
ComEd
ConEdison
Constellation New Energy-Gas Division LLC
Consumers Energy
Core Electric Cooperative formerly IREA
Electric
CoServ
CPS Energy
Dakota Electric
Dominion Energy
DTE Energy
Duke Energy
Elizabethtown Gas
Energy United
Entergy
Energ
Eversource
FPL
Georgia Natural Gas
Georgia Power
Gexa Energy
Green Mountain Energy
JEA
Jersey Central Power & Light (First Energy)
Kansas Gas Service
Madison Gas and Electric
MidAmerican Energy
Minnesota Energy Resources
Nashville Electric Service
National Grid
Nicor Gas
Novec

Utilities Providers

NVS Properties VIII, LLC
NW Natural
OG&E
Oklahoma Natural Gas
Onni Grand LP
Optima Center Chicago II, LLC
Orange & Rockland
OUC-The Reliable One
Pacific Power
Peco
Pedernales Electric Cooperative, Inc
People's Gas
Pepco
PG&E
Piedmont Natural Gas
Portland General Electric
PSE&G Co
Puget Sound Energy
Quattro Development LLC
RealPage Utility Management
Reliant Energy
Sawnee EMC
SDGE
SMECO
SMUD
Snohomish County Public Utility District No. 1
SoCal Gas
South Jersey Gas
Southern California Edison
Southwest Gas Corp
Spire
Strata Apartment Holdings LLC
Summer Energy LLC
TECO Peoples Gas
Texas Gas Service
TXU Energy
Virginia Natural Gas
Washington Gas
We Energies
Xcel Energy

Taxing Authorities

Alabama Department of Revenue

Taxing Authorities

Arizona Department of Revenue
California Franchise Tax Board
City and County of San Francisco, CA
City of Charleston, WV
City of Kansas City, Missouri
City of Kent, Washington
City of New York, New York
City of Portland, OR
Delaware Secretary of State
Franchise Tax Board
Idaho State Tax Commission
Illinois Department of Revenue
Kentucky Department of Revenue
Louisiana Department of Revenue
Massachusetts Department of Revenue
Montana Department of Revenue
New Mexico Taxation and Revenue Department
New York City Department of Finance
New York Commissioner of Taxation and Finance
North Carolina Department of Revenue
NYS Department of Taxation & Finance
Ohio Department of Taxation
Oregon Department of Revenue
Rhode Island Division of Taxation
South Carolina Department of Revenue
State of Connecticut
State of New Hampshire
State of New Jersey - PART
Tennessee Department of Revenue
Texas Comptroller of Public Accounts
United States Treasury
Upper Merion Township
Utah State Tax Commission
Vermont Department of Taxes
Washington State Department of Revenue
Wisconsin Department of Revenue

NDTX Bankruptcy Judges

Brad W. Odell
Edward L. Morris
Mark X. Mullin
Michelle V. Larson
Scott W. Everett

NDTX Bankruptcy Judges

Stacey G. C. Jernigan

Office of the U.S. Trustee, Region 6

Aamer Javed
Alexandria Hughes
Asher Bublick
C. Marie Goodier
Cheryl H. Wilcoxson
Elizabeth A. Young
Erin Schmidt
Felicia P. Palos
Fernando Garnica
Jason Russell
Kara Croop
Kendra M. Rust
Lisa L. Lambert
Meredyth Kippes
Rafay Suchedina
Reinhard Freimuth
Susan Hersh

Debtors' Professionals

Foley & Lardner LLP
Grant Thorning Advisors LLC
Kurzman Carson Consultants, LLC dba Verita
Global
SierraConstellation Partners
BDO USA, Inc. (Former Professional)

Schedule 2

Disclosures of Relationships to Potential Parties in Interest

1. Prior Firm: Jason Brookner, a partner working on this matter, previously worked with the Hon. Michelle V. Larson from October 1997 through June 2003 while both were employed at the law firm of Andrews Kurth.

2. Court Connections: Aaron Kaufman and Jason Brookner were part of a committee that was formed by the Hon. Harlin D. Hale (ret.) to review and reform the Chapter 11 Complex Case Procedures for the Northern District of Texas. Judge Hale and Judge Jernigan occasionally participated in those committee meetings, as did Robert P. Colwell, the former Clerk of Court. Amber M. Carson served as a term law clerk for the Hon. Harlin D. Hale from Aug 2016–Sep 2017 and externed with the Hon. Stacey G.C. Jernigan while in law school. Emily F. Shanks, an associate working on this matter, served as a term law clerk for the Hon. Scott W. Everett from July 2022–August 2023. While clerking, both Ms. Carson and Ms. Shanks worked with Stephen Manz, the current Clerk of Court. Sean Burns, an associate who may work on this matter, served as a term law clerk for the Hon. Michelle V. Larson from August 2022–September 2024.

3. Past and Present Clients of the Firm: Gray Reed has in the past represented, currently represents, and may continue to represent, in matters unrelated to the Debtors' chapter 11 cases, the following potential parties in interest (or parties with names substantially similar to those appearing on the potential parties in interest list. Gray Reed has not and will not represent such parties in any matter connected to these chapter 11 cases:

ACE American Insurance Company
BGE, Inc.
Blimp Base Interests, Inc.
Centerpoint Energy
GEXA Energy
Mark C. Evans
Philadelphia Indemnity Insurance Company
Summer Energy
Travelers Casualty & Surety Company

Exhibit B

Kim Declaration

**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> ,	§	Case No. 25-80121 (MVL)
	§	
Debtors. ¹	§	(Jointly Administered)
	§	

**DECLARATION OF SOPHEIA KIM IN SUPPORT OF THE
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT OF GRAY REED AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, EFFECTIVE AS OF JULY 10, 2025**

Sophiea Kim declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a representative of Cathy Lim, a member of the Committee, and serve as the Co-Chair of the Committee. I submit this declaration (“Declaration”) in support of the *Application for Entry of an Order Authorizing the Employment of Gray Reed as Counsel to the Official Committee of Unsecured Creditors, Effective as of July 10, 2025* (the “Application”)² and pursuant to Section D.2. of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “UST Guidelines”). Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein.

2. Following its formation, the Committee interviewed four law firms to represent the Committee as counsel. After interviewing each of these firms, the Committee selected Gray Reed as its counsel. I believe that Gray Reed is substantively and geographically ideal to efficiently

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.veritaglobal.net/higherground>. The Debtors’ service address for these chapter 11 cases is 1321 Upland Dr., PMB 20442, Houston, TX 77043.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

serve the needs of the Committee and well-qualified to serve as counsel to the Committee in these chapter 11 cases.

3. Gray Reed has informed the Committee that its rates and terms for bankruptcy representations are comparable to the rates Gray Reed charges for nonbankruptcy representations and the rates of other comparably skilled professionals. The Committee recognizes that it is responsible for monitoring the billing practices of its professionals to ensure that the fees and expenses paid by the Debtors' estates remain consistent with the Committee's expectations and the exigencies of these chapter 11 cases. The Committee will review any fee statements or fee application that Gray Reed submits.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on this 11th day of August, 2025.

The Official Committee of Unsecured Creditors
of Higher Ground Education, Inc., *et al.*

By: /s/ Sophiea Kim

Sophiea Kim
Property Manager for Cathy Lim
in her capacity as Committee Co-Chair

Exhibit C

Proposed Order

**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> ,	§	Case No. 25-80121 (MVL)
	§	
Debtors. ¹	§	(Jointly Administered)
	§	

**ORDER AUTHORIZING THE EMPLOYMENT OF
GRAY REED AS COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, EFFECTIVE AS OF JULY 10, 2025**

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”): (a) authorizing the Committee to employ Gray Reed as its counsel effective as of July 10, 2025 pursuant to section 1103 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2014 of the Federal Rules of Bankruptcy

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.veritaglobal.net/higherground>. The Debtors’ service address for these chapter 11 cases is 1321 Upland Dr., PMB 20442, Houston, TX 77043.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

Procedure (the “Bankruptcy Rules”), rule 2014-1 of the Bankruptcy Local Rules for the Northern District of Texas (the “Local Rules”), and Section F of the *Procedures for Complex Cases in the Northern District of Texas* (the “Complex Case Procedures”), and (b) granting related relief; 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 Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Committee’s notice of the Application and opportunity for a hearing on the Application were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Application and supporting declarations; and this Court having found, based on the representations made in the Application and the Brookner Declaration, that (a) Gray Reed does not hold or represent an interest adverse to the Committee or the Debtors’ estates and (b) Gray Reed is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code; and it appearing that the relief requested in the Application is in the best interests of the Committee and the Debtors’ estates; and this Court having found that the requirements of the Local Rules and Complex Case Procedures are satisfied by the contents of the Application; and this Court having determined that the legal and factual bases set forth in the Application and the record of the hearing on such Application, if any, 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 Application is granted as set forth herein.

2. The Committee is authorized to retain Gray Reed as its counsel, effective as of July 10, 2025, in accordance with the terms and conditions set forth in the Application.

3. Gray Reed shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, the Complex Case Procedures, and the U.S. Trustee Guidelines, as well as any other applicable procedures and orders of the Court. Gray Reed shall also make a reasonable effort to comply with the U.S. Trustee's requests for information, both in connection with the Application and the interim and final fee applications to be filed by Gray Reed in these chapter 11 cases.

4. For billing purposes, Gray Reed shall keep its time in one tenth (1/10) of an hour increment in accordance with the U.S. Trustee Guidelines. Gray Reed shall use its reasonable efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in these chapter 11 cases.

5. Notwithstanding anything to the contrary in the Application or the Brookner Declaration, Gray Reed shall not be entitled to reimbursement for fees and expenses in connection with any objection to its fees, without further order of the Court.

6. Gray Reed shall provide ten business days' notice to the Debtors, the U.S. Trustee, and the Committee before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

7. Gray Reed will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Gray Reed will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a). If any supplemental connections are disclosed by Gray Reed through one or more supplemental declarations, any objections to the continued retention of Gray Reed as counsel to the Committee shall be due within 21 days after the filing and serving of each supplement disclosure. Absent any objections, the employment of Gray Reed as counsel to the Committee shall continue as authorized without further order, pursuant to this Order.

8. The Committee and Gray Reed are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

9. To the extent the Application, or the supporting declarations are inconsistent with this Order, the terms of this Order shall govern.

10. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. 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:

Jason S. Brookner (Texas Bar No. 24033684)
Aaron M. Kaufman (Texas Bar No. 24060067)
Amber M. Carson (Texas Bar No. 24075610)
Emily F. Shanks (Texas Bar No. 24110350)

GRAY REED

1601 Elm Street, Suite 4600

Dallas, TX 75201

Telephone: (214) 954-4135

Facsimile: (214) 953-1332

Email: jbrookner@grayreed.com
akaufman@grayreed.com
acarson@grayreed.com
eshanks@grayreed.com

*Proposed Counsel to the Official Committee
of Unsecured Creditors*