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

**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) |

**AGREED EMERGENCY MOTION (I) TO PAY MEDIATION FEES
AND (II) GRANTING RELATED RELIEF**

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”) move for an order substantially in the form attached as **Exhibit A**, allowing the Debtors

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

to pay mediation fees for mediation (the “**Motion**”). In support of this Motion, the Debtors respectfully states as follows:

I.
JURISDICTION AND VENUE

1. The Court has jurisdiction over this Motion to Shorten Notice pursuant to 28 U.S.C. §§ 157(a) and 1334. The Motion to Shorten Notice is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and venue is proper before the Court under 28 U.S.C. §§ 1408 and 1409.

2. The bases for the relief requested herein are section 105(a) of the Bankruptcy Code.

II.
JURISDICTION AND VENUE

A. Overview of the Chapter 11 Cases

3. At the beginning of 2025, the Debtors were the largest owner and operator of Montessori schools in the world with over 150 schools (the “**Schools**”). The Debtors’ mission was to modernize and mainstream the Montessori education movement. In addition to owning and operating the Schools, the Debtors provided training and consulting services to Montessori schools around the world. The Debtors sought to offer an end-to-end experience that covers the entire lifecycle of a family at school, virtually, and at home, from birth through secondary education—enabled by next-gen, accredited Montessori instruction. Information on the Debtors, their businesses, and a summary of the relief requested in this Motion can be found in the *Declaration of Jonathan McCarthy in Support of First Day Motions* (the “**First Day Declaration**”), filed concurrently herewith and incorporated herein by reference.

4. On June 17, 2025 and June 18, 2025 (together, the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11. The Debtors remain in possession of their property and are managing their businesses as debtors-in-possession pursuant to Sections 1107(a)

and 1108 of the Bankruptcy Code. The court has not appointed a trustee and the official committee of unsecured creditors was appointed on July 8, 2025 [Docket No. 158] (the “**Committee**”).

B. Mediation Discussions

5. The Debtors, the Committee, and the RSA Parties² have been engaged in extensive discovery and cooperative information exchange in connection with the Committee’s investigation regarding these Chapter 11 Cases, including, but not limited to, the *Joint Plan of Reorganization of Higher Ground Education, Inc. and its Affiliated Debtors* [Docket No. 94] (the “**Plan**”), the *Disclosure Statement for the Joint Plan of Reorganization of Higher Ground Education, Inc. and its Affiliated Debtors* [Docket No. 97] (the “**Disclosure Statement**”), and the Debtors’ proposed assumption of the Restructuring Support Agreement, dated June 17, 2025 (the “**RSA**”), among the Debtors and the RSA Parties.

6. The Debtors, the Committee, and the RSA Parties have discussed the use of mediation to resolve the disparate positions amongst these parties with respect to the Plan, RSA, and Disclosure Statement. Following various discussions, the Debtors, the Committee, and the RSA Parties agreed to participate in mediation before retired U.S. Bankruptcy Judge Russell Nelms (the “**Mediator**”) to attempt to resolution of certain disputes.

7. The mediation is scheduled to commence on August 19, 2025. The Mediator has requested payment of mediation fees in the total amount of approximately \$18,000 (the “**Mediation Fees**”), due on or before August 19, 2025.

² The “RSA Parties” means, collectively, 2HR Learning, Inc.; YYYYYY, LLC; Guidepost Global Education Inc.; Learn Capital Venture Partners IV, L.P.; Cosmic Education Americas Limited; Venn Growth GP Limited LP; Venture Lending & Leasing IX, Inc. and WTI Fund X, Inc.; Yu Capital LLC, YuATI LLC, YuFICB LLC, YuHGE A LLC, NTRC Equity Partners LP; and Ramandeep (Ray) Girn and Rebecca Girn.

8. The Debtors, the Committee, and the RSA Parties have conferred and agreed that the mediation fees shall be paid by the Debtors, which the Debtors propose to pay from estate funds as an administrative expense of the estate pursuant to 11. U.S.C. §§ 503(b) and 330(a).

III.
REQUEST FOR RELIEF

9. The Debtors request (a) that the Court enter an order authorizing the immediate payment of the Mediation Fees to the Mediator in accordance with the agreement described above; and (b) the Court consider this Motion on an emergency basis so that the Mediation Fees can be timely paid to avoid delay or cancellation of the scheduled mediation.

IV.
BASIS FOR RELIEF

10. The mediation is scheduled to occur on August 19, 2025, and the Mediator has conditioned the mediation on timely payment of Mediation Fees in advance.

11. Emergency consideration of this Motion is therefore necessary to preserve the mediation date and avoid prejudice to the parties' settlement efforts.

V.
NOTICE

12. The Debtors will provide notice of this Motion to (a) the Office of the United States Trustee for the Northern District of Texas; (b) the United States Attorney's Officer for the Northern District of Texas; (c) counsel to the Committee ; (d) Cozen O'Connor, as counsel to the Senior DIP Lender and Plan Sponsor; (e) Kane Russell Coleman Logan PC, as counsel to the Junior DIP Lender; and (f) all parties in interest who have formally appeared and requested notice pursuant to Bankruptcy Rule 2002. The Debtors respectfully submit that no further notice of this Motion is required.

13. The pleadings in these Chapter 11 Cases and supporting papers are available on the Debtors' website at www.veritaglobal.net/HigherGround or on the Bankruptcy Court's website at <https://ecf.txnb.uscourts.gov/>. You can request any pleading you need from (i) the noticing agent at: HigherGroundInfo@veritaglobal.com, (888) 733-1431 (U.S./Canada) (toll-free), +1 (310) 751-2632 (International), or (ii) proposed counsel for the Debtors at: Foley & Lardner LLP, 1144 15th Street, Suite 2200, Denver, CO 80202, Attn: Tim Mohan (tmohan@foley.com), and Foley & Lardner LLP, 1000 Louisiana Street, Suite 2000, Houston, Texas 77002, Attn: Nora McGuffey (nora.mcguffey@foley.com) and Quynh-Nhu Truong (qtruong@foley.com).

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

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DATED: August 12, 2025

Respectfully submitted by:

/s/ Holland N. O'Neil

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

CERTIFICATE OF SERVICE

I hereby certify that on August 12, 2025, a true and correct copy of the foregoing document was served electronically by the Court's PACER system.

/s/ Nora J. McGuffey

Nora J. McGuffey

Exhibit A

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> , ¹ | § | Case No.: 25-80121-11 (MVL) |
| | § | |
| Debtors. | § | (Jointly Administered) |

**ORDER GRANTING AGREED EMERGENCY MOTION
(I) TO PAY MEDIATION FEES 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 Leawood LLC (3453); Guidepost Muirfield Village LLC (1889); Guidepost Richardson LLC (7111); Guidepost South Riding LLC (2403); Guidepost St Robert LLC (5136); Guidepost The Woodlands LLC (6101); Guidepost Walled Lake LLC (9118); HGE FIC D LLC (6499); HGE FIC E LLC (0056); HGE FIC F LLC (8861); HGE FIC G LLC (5500); HGE FIC H LLC (8817); HGE FIC I LLC (1138); HGE FIC K LLC (8558); HGE FIC L LLC (2052); HGE FIC M LLC (8912); HGE FIC N LLC (6774); HGE FIC O LLC (4678); HGE FIC P LLC (1477); HGE FIC Q LLC (3122); HGE FIC R LLC (9661); LePort Emeryville LLC (7324); AltSchool II LLC (0403). The Debtors' mailing address is 1321 Upland Dr. PMB 20442, Houston, Texas 77043.

Upon the motion (the “**Motion**”)² of filed by Higher Ground Education, Inc. (“**HGE**”) and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) for entry of an order (this “**Order**”), (a) allowing the Debtors to pay mediation fees for mediation and (b) 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 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 all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion 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 Debtors are authorized to pay the Mediation Fees.
3. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of the Local Rules are satisfied by such notice.
4. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

² Capitalized terms not defined herein shall have the meaning ascribed in the Motion.

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

6. 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:

/s/ Holland N. O'Neil

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