

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. <sup>1</sup>	§	(Jointly Administered)
	§	

**THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS' LIMITED OBJECTION AND  
RESERVATION OF RIGHTS TO THE DEBTORS' MOTIONS SCHEDULED  
FOR HEARING ON AUGUST 29, 2025, AND (B) GRANTING RELATED RELIEF**

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”), files this limited objection and reservation of rights (this “Limited Objection”) in

<sup>1</sup> 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.



relation to the following (collectively, the “Motions”),<sup>2</sup> which are scheduled to be heard on Friday, August 29, 2025:

- *Debtors’ Motion for Entry of an Order (I) Authorizing and Approving Assumption of the Restructuring Support Agreement, and (II) Granting Related Relief* [Docket No. 93] (the “RSA Motion”);
- *Debtors’ Motion for Entry of an Order (I) Conditionally Approving the Disclosure Statement; (II) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing; (III) Establishing a Plan and Disclosure Statement Objection Deadline and Related Procedures; (IV) Approving the Solicitation and Notice Procedures; and (V) Granting Related Relief* [Docket No. 98] (the “Disclosure Statement Motion”);
- *Debtors’ Omnibus Motion for Entry of an Order (I) Authorizing the Assumption and Assignment of Certain Unexpired Leases, and (II) Granting Related Relief* [Docket No. 99] (the “First Assumption Motion”);
- *Debtors’ Second Omnibus Motion for Entry of an Order (I) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (II) Granting Related Relief* [Docket No. 263] (the “Second Assumption Motion”); and
- *Debtors’ Third Omnibus Motion for Entry of an Order (I) Authorizing the Assumption and Assignment of Certain Unexpired Leases, and (II) Granting Related Relief* [Docket No. 313] (the “Third Assumption Motion” and, collectively with the First Assumption Motion and the Second Assumption Motion, the “Assumption Motions”).<sup>3</sup>

### **Relevant Background**

1. As the Debtors’ and Committee’s professionals advised the Court at the prior status conference held on August 21, 2025, negotiations for a global settlement among the Debtors, the Committee, and the RSA Parties are ongoing and, by their nature, encompass the relief requested in the foregoing Motions.

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<sup>2</sup> Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Motions, as applicable.

<sup>3</sup> Also set for hearing on August 29 is the *Debtors’ Motion for Entry of An Order (A) Authorizing the Distribution of Cash Receipts to Guidepost Global Education, Inc. and (B) Granting Related Relief* [Docket No. 304] (the “Cash Distribution Motion”). The Committee already filed a limited objection and reservation of rights with respect to the Cash Distribution Motion at Docket No. 344.

2. The Committee believes the Plan and RSA are no longer viable (generally, and otherwise in light of the ongoing case negotiations) and further believes that, outside of a consensual resolution of these cases, the Debtors cannot carry their burden of proof for approval of the Assumption Motions. The Committee believes there is and should be a path to the consensual resolution of these chapter 11 cases, but as of the filing of this Limited Objection, no definitive resolution has been reached.

3. Thus, out of an abundance of caution, the Committee files this Limited Objection while settlement discussions continue.

### **Limited Objection and Reservation of Rights**

4. The Committee objects to the assumption and assignment of the leases listed in the Assumption Motions. On information and belief, GGE has already been operating out of these “to be assumed and assigned” locations for several months, since before the Petition Date. Assumption and assignment of such leases should be approved, if at all, only as part of a global resolution.

5. The Committee also objects to the Debtors’ assumption of the RSA and disclosure statement approval. The Debtors have a fiduciary obligation to pursue more favorable transactions for the benefit of the estates and their creditors, and the settlement terms being negotiated with the Committee and certain of the RSA Parties are already substantially more favorable for the estates. Thus, on information and belief, the RSA is no longer viable and should not be approved. For the same reasons, the Disclosure Statement should not be approved at this time. If the Debtors and Committee are able to finalize the terms of a settlement, the Committee expects substantial revisions to the Plan and Disclosure Statement will be required.

6. The Committee reserves all rights, including the right to file more comprehensive, substantive objections in the event settlement discussions reach an impasse and the Debtors decide to pursue any of the Motions.

WHEREFORE, the Committee respectfully requests that the Court (a) either (i) defer consideration of the Motions, or (ii) deny the Motions without prejudice to re-filing, and (b) grant such other and further relief as may be appropriate under the circumstances.

Respectfully submitted this 28th 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  
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**Certificate of Service**

I certify that on August 28, 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.

/s/ Jason S. Brookner

Jason S. Brookner