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*Proposed Counsel to the Official Committee
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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> ,	§	Case No. 25-80121 (MVL)
	§	
Debtors. ¹	§	(Jointly Administered)
	§	

**CERTIFICATE OF NO OBJECTION REGARDING
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**

Pursuant to the *Procedures for Complex Cases in the Northern District of Texas*, the undersigned counsel for the above-captioned debtors and debtors in possession (collectively, the “Debtors”) certifies as follows:

1. On August 11, 2025, the Official Committee of Unsecured Creditors (the “Committee”) filed its *Application for Entry of an Order Authorizing the Employment of*

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.



Gray Reed as Counsel to the Official Committee of Unsecured Creditors, Effective as of July 10, 2025 [Docket No. 317] (the “Application”).

2. On the same date, the Application was served on the Master Service List via electronic mail, where available, and via U.S. First Class Mail where email is unavailable as indicated in the Application’s *Certificate of Service*.

3. The deadline for parties to file responses to the relief requested in the Application was September 4, 2025.

4. As of the date hereof, no objections or responses to the Application have been filed on the Court’s docket, and the Committee is unaware of any formal or informal objections to the Application. Accordingly, the Committee requests that the Court enter the proposed order attached hereto as **Exhibit A** at its earliest convenience.

Respectfully submitted this 8th day of September 2025.

GRAY REED

By: /s/ Jason S. Brookner

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Certificate of Service

I certify that on September 8, 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 Master Service List via electronic mail.

/s/ Jason S. Brookner

Jason S. Brookner

Master Service List

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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> ,	§	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:

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