

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

*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)
	§	

**CERTIFICATE OF NO OBJECTION REGARDING
THE APPLICATION FOR ENTRY OF AN ORDER
AUTHORIZING THE EMPLOYMENT OF EMERALD CAPITAL
ADVISORS CORP. AS FINANCIAL ADVISOR TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, EFFECTIVE AS OF JULY 17, 2025**

Pursuant to the *Procedures for Complex Cases in the Northern District of Texas*, the undersigned counsel to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of the above-captioned debtors and debtors in possession certifies as follows:

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.



1. On August 13, 2025, the Committee filed its *Application for Entry of an Order Authorizing the Employment of Emerald Capital Advisors Corp. as Financial Advisor to the Official Committee of Unsecured Creditors, Effective as of July 17, 2025* [Docket No. 335] (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 was 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 8, 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.

[Remainder of page intentionally left blank]

Respectfully submitted this 10th day of September 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

*Counsel to the Official Committee of
Unsecured Creditors*

Certificate of Service

I certify that on September 10, 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

<p>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</p>	<p>Interested Party Byron Adams byronadams@gmail.com</p>
<p>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</p>	<p>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</p>
<p>Alabama Attorney General Attn Bankruptcy Department 501 Washington Ave PO Box 300152 Montgomery, AL 36104-0152 consumerinterest@Alabamaag.gov</p>	<p>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</p>
<p>Arizona Attorney General - CSS Attn Bankruptcy Department PO Box 6123 MD 7611 Phoenix, AZ 85005-6123 BCEIntake@azag.gov</p>	<p>Connecticut Attorney General Attn Bankruptcy Department 165 Capitol Avenue Hartford, CT 06106 attorney.general@ct.gov</p>
<p>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</p>	<p>Counsel to 2HR Learning Cozen O'Connor Attn: Trevor Hoffman 3WTC 175 Greenwich Street, 55th Floor New York, NY 10007 thoffmann@cozen.com</p>
<p>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</p>	<p>Delaware Attorney General Attn Bankruptcy Department Carvel State Office Bldg. 820 N. French St. Wilmington, DE 19801 attorney.general@state.de.us</p> <p>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</p>

**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

**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.mcguiffey@foley.com;
qtruong@foley.com

**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;
rherod@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

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

Counsel to Guidepost Global Education, Inc.

Kane Russell Coleman Logan PC
Jason Binford
401 Congress Avenue, Suite 2100
Austin, TX 78701
jbinford@krcl.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
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@mvpbalaw.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 York Attorney General Attn Bankruptcy Department Office of the Attorney General The Capitol, 2nd Fl. Albany, NY 12224-0341 letitia.james@ag.ny.gov
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
North Carolina Attorney General Attn Bankruptcy Department 9001 Mail Service Center Raleigh, NC 27699-9001 ncago@ncdoj.gov
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
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
Ohio Attorney General Attn Bankruptcy Department 50 E. Broad Street 17th Fl Columbus, OH 43215 Kristin.Radwanick@OhioAGO.gov
Interested Party Optima, Inc. Tracy Larrison 7157 E. Rnacho Vista Dr. #109 Scottsdale, AZ 85251 larrison@optima.inc

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
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
Pennsylvania Attorney General Attn Bankruptcy Department 16th Floor, Strawberry Square Harrisburg, PA 17120 info@attorneygeneral.gov
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
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
Top 30 Creditor / Committee of Unsecured Creditors Pure Tempe Partnership Michael W. Pure, Managing Partner 232 Deerfield Rd. Deerfield, IL 60015 mwpure@gmail.com
Rhode Island Attorney General Attn Bankruptcy Department 150 S. Main St. Providence, RI 02903 ag@riag.ri.gov
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

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
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
United States Securities and Exchange Commission SEC Headquarters 100 F St NE Washington, DC 20549 SECBankruptcy-OGC-ADO@SEC.GOV
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
Top 30 Creditor / Committee of Unsecured Creditors Sophiea Kim Property Manager for Cathy Lim 4149 Freedom Ln. Frisco, TX 75033 sophiea.jk@gmail.com
South Carolina Attorney General Attn Bankruptcy Department P.O. Box 11549 Columbia, SC 29211 bankruptcy@scag.gov
Tennessee Attorney General Attn Bankruptcy Department P.O. Box 20207 Nashville, TN 37202-0207 agattorneys@ag.tn.gov
Texas Attorney General Attn Bankruptcy Department 300 W. 15th St Austin, TX 78701 bankruptcytax@oag.texas.gov ; communications@oag.texas.gov

The County of Loudoun, Virginia

Tina Estevas, Senior Assistant County Attorney
One Harrison Street, S.E., 5th Floor
P.O. Box 7000
Leesburg, VA 20177-7000
tina.estevas@loudoun.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

Travis County

Delia Garza, Travis County Attorney
P.O. Box 1748
Austin, TX 78767
Jason.Starks@traviscountytexas.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

Vermont Attorney General

Attn Bankruptcy Department
109 State St.
Montpelier, VT 05609-1001
ago.info@vermont.gov

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

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

HIGHER GROUND EDUCATION, INC., *et al.*,
Debtors.¹

Chapter 11

Case No. 25-80121 (MVL)

(Jointly Administered)

**ORDER AUTHORIZING THE
EMPLOYMENT OF EMERALD CAPITAL ADVISORS CORP.
AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, EFFECTIVE AS OF JULY 17, 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 (a) authorizing the Committee to employ Emerald Capital Advisors Corp. (“Emerald”) as financial advisor, effective as of July 17, 2025 and

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.

(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 reviewed the Application and supporting declarations; and this Court having found, based on the representations made in the Application and the Madden Declaration, that (a) Emerald does not hold or represent an interest adverse to the Committee or the Debtors' estates and (b) Emerald is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code; and this Court having found 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 Committees' 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 found that the requirements of the Local Rules 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 Emerald as its financial advisor, effective as of July 17, 2025.
3. Emerald 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 U.S. Trustee Guidelines, and any other applicable procedures and orders of the Court. Emerald 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 Emerald in these chapter 11 cases.

4. The Indemnification Provisions referenced in the Application are hereby approved; *provided* that the Debtors' indemnification obligations to Emerald shall not contravene *Bank of N.Y. Trust Co. v. Official Unsecured Creditors' Comm. (In re Pacific Lumber Co.)*, 584 F.3d 229 (5th Cir. 2009), *In re Southmark Corp.*, 163 F.3d 925 (5th Cir. 1999), or 11 U.S.C. § 524(e), to the extent such authorities are applicable.

5. Emerald 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.

6. Emerald 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.

7. Notwithstanding anything in the Application, to the extent the Committee wishes to expand the scope of Emerald's services beyond those set forth in the Application, the Committee shall be required to seek further approval from this Court.

8. Should Emerald determine to terminate this engagement during the pendency of these chapter 11 cases, Emerald shall file a notice of such termination with this Court.

9. To the extent the Application, the Madden Declaration, or the Kim Declaration 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

*Counsel to the Official Committee of
Unsecured Creditors*