



CLERK, U.S. BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS

**ENTERED**

THE DATE OF ENTRY IS ON  
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed September 10, 2025

United States Bankruptcy Judge

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

In re:

HIGHER GROUND EDUCATION, INC., *et al.*,  
Debtors.<sup>1</sup>

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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”)<sup>2</sup> 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

<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.

<sup>2</sup> 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:

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