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**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
	§	
Debtor.	§	(Jointly Administered)

**CERTIFICATE OF COUNSEL REGARDING
AGREED ORDER (A) AUTHORIZING THE DISTRIBUTION OF
CASH RECEIPTS TO GUIDEPOST GLOBAL EDUCATION, INC.
AND (B) GRANTING RELATED RELIEF**

Pursuant to the *Procedures for Complex Cases in the Northern District of Texas*, the undersigned counsel for Higher Ground Education, Inc. and its affiliated debtors and debtors in possession (each a “**Debtor**” and collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), certifies as follows:

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 Muirfield Village LLC (1889); Guidepost Richardson LLC (7111); Guidepost South Naperville LLC (8046); 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); AltShool II LLC (0403). The Debtors’ mailing address is 1321 Upland Dr. PMB 20442, Houston, Texas 77043.



1. On June 17, 2025 and June 18, 2025 (collectively, the “**Petition Date**”), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors remain in possession of their property and continue to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. These Chapter 11 Cases have been jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b) and the *Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 41]. No request has been made for the appointment of a trustee or examiner. The Office of the United States Trustee for the Northern District of Texas appointed an official committee of unsecured creditors on July 8, 2025 [Docket No. 158].

2. On August 7, 2025, the Debtors filed 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 “**GGE Cash Motion**”).

3. On August 9, 2025, the Official Committee of Unsecured Creditors (the “**Committee**” and together with the “Debtors,” the “**Parties**”) filed *The Official Committee of Unsecured Creditors’ Limited Objection and Reservation of Rights to 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. 344] (the “**Committee Objection**”).

4. On August 26, 2025, Guidepost Financial Partner, LLC (“**GFP**”) filed *Guidepost Financial Partner, LLC’s Statement of Position Regarding (I) Distribution Motion and (II) Leases Motion* [Docket No. 396] (the “**GFP Statement**”).

5. On September 9, 2025, the Committee filed the *Emergency Motion to Continue Hearing on 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. 428]
(the “**Continuance Motion**”).

6. The Parties have been negotiating the terms of a potential plan settlement (the “**Plan Settlement**”) and have agreed to a structure in principle.

7. As part of that Plan Settlement and in order to resolve the GGE Cash Motion, the Committee Objection, the GFP Statement, and the Continuance Motion, the Parties have agreed to the terms set forth in the *Agreed Order (A) Authorizing the Distribution of Cash Receipts to Guidepost Global Education, Inc. and (B) Granting Related Relief* (the “**Agreed Order**”), attached hereto as **Exhibit A**.

8. Accordingly, the Parties now request that the Court enter the proposed Agreed Order in the form attached hereto as **Exhibit A** at its earliest convenience without the need for a further hearing.

9. No additional objections to the GGE Cash Motion were filed on the Court’s docket nor were any other responses, formal or informal, received by the Debtors or counsel to the Debtors. Accordingly, the undersigned counsel certifies that all known objections to the GGE Cash Motion have been resolved by the attached proposed Agreed Order.

[Remainder of Page Intentionally Left Blank]

DATED: September 12, 2025

Respectfully submitted by:

/s/ Holland N. O'Neil

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**COUNSEL TO DEBTORS
AND DEBTORS IN POSSESSION**

CERTIFICATE OF SERVICE

I certify that on September 12, 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/ Nora J. McGuffey

Nora J. McGuffey

EXHIBIT A

**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
Debtor.	§	
	§	(Jointly Administered)

**AGREED ORDER (A) AUTHORIZING
THE DISTRIBUTION OF CASH RECEIPTS TO GUIDEPOST
GLOBAL EDUCATION, INC. AND (B) 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 Muirfield Village LLC (1889); Guidepost Richardson LLC (7111); Guidepost South Naperville LLC (8046); 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); AltShool II LLC (0403). The Debtors' mailing address is 1321 Upland Dr. PMB 20442, Houston, Texas 77043.

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), the Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the above-captioned chapter 11 cases, and Guidepost Global Education, Inc. (“**GGE**,” and together with the Debtors and Committee, the “**Parties**”) hereby stipulate and agree as follows:

RECITALS

WHEREAS, on June 17, 2025 and June 18, 2025, each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

WHEREAS, on July 8, 2025, the United States Trustee for the Northern District of Texas appointed the Committee. *See* Docket No. 158.

WHEREAS, on August 7, 2025, the Debtors filed 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 “**GGE Cash Motion**”).

WHEREAS, on August 9, 2025, the Committee filed *The Official Committee of Unsecured Creditors’ Limited Objection and Reservation of Rights to 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. 344] (the “**Committee Objection**”).

WHEREAS, on September 9, 2025, the Committee filed the *Emergency Motion to Continue Hearing on 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. 428] (the “**Continuance Motion**”).

WHEREAS, the Parties have been negotiating the terms of a potential plan settlement (the “**Plan Settlement**”) and have agreed to a structure in principle.

WHEREAS, as part of that Plan Settlement and in order to resolve the GGE Cash Motion, the Committee Objection, and the Continuance Motion, the Parties stipulate and agree as set forth below.

**NOW, THEREFORE, IT IS HEREBY ORDERED, STIPULATED, AND AGREED
AS FOLLOWS:**

1. The GGE Cash Motion is granted as set forth herein.
2. The Debtors are authorized, but not directed, to distribute the GGE Cash Receipts in the amount of \$404,832.52 to GGE (the “**GGE Cash Distribution**”).
3. In the event the effective date of a plan of reorganization consistent with the terms of the Plan Settlement does not occur by November 30, 2025 (unless extended by written agreement of the Parties), then: (a) the GGE Cash Distribution shall be deemed an improper postpetition transfer and, therefore, immediately recoverable by the Debtors in cash upon not less than ten days’ written request by the Debtors or the Committee; (b) if there exists an outstanding postpetition balance due from the Debtors to GGE, the Debtors may elect to re-characterize and apply any payment made pursuant to the relief requested by the Motion to such outstanding postpetition balance and GGE will be required to repay to the Debtors such paid amounts that exceed the postpetition obligations then outstanding, without the right of any setoffs, claims, provisions for payment of any claims, or otherwise; and (c) the Debtors may pursue any other remedy available to them under this Order, applicable law, or any executed agreement with GGE.
4. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.
5. The Parties are authorized to take all reasonable actions necessary or appropriate to effectuate the relief granted in this Order.

6. This Court retains exclusive jurisdiction and power with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

END OF ORDER

Agreed as to form and content:

GRAY REED

By: /s/ Amber M. Carson

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and Learn Capital Venture Partners IV, L.P., Inc.*

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