



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 12, 2025

United States Bankruptcy Judge

**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

Jason S. Brookner (TX Bar No. 24033684)
Aaron M. Kaufman (TX Bar No. 24060067)
Amber M. Carson (TX Bar No. 24075610))
Emily F. Shanks (TX 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*

KANE RUSSELL COLEMAN LOGAN PC

By: /s/ Jason Binford

Jason Binford (TX Bar No. 24045499)

401 Congress Avenue, Suite 2100
Austin, TX 78701
Telephone: (512) 487-6566
Email: jbinford@krcl.com

*Counsel to Guidepost Global Education, Inc.
and Learn Capital Venture Partners IV, L.P., Inc.*

PACHULSKI STANG ZIEHL & JONES LLP

By: /s/ Jordan A. Kroop

Michael D. Warner (TX Bar No. 00792304)
Jordan A. Kroop (admitted pro hac vice)
Benjamin L. Wallen (TX Bar No. 24102623)

700 Louisiana Street, Suite 4500
Houston, TX 77002
Telephone: (713) 691-9385
Email: mwarner@pszjlaw.com
mkroop@pszjlaw.com
jkroop@pszjlaw.com

Counsel to Guidepost Financial Partner, LLC

FOLEY & LARDNER LLP

By: /s/ Holland N. O'Neil

Holland N. O'Neil (TX Bar No. 14864700)
Thomas C. Scannell (TX Bar No. 24070559)

2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
Email: honeil@foley.com
tscannell@foley.com

-and-

Timothy C. Mohan (admitted *pro hac vice*)
1144 15th Street, Suite 2200
Denver, CO 80202
Telephone: (720) 437-2000
Facsimile: (720) 437-2200
Email: tmohan@foley.com

-and-

Nora J. McGuffey Texas Bar No. 24121000
Quynh-Nhu Truong Texas Bar No. 24137253
1000 Louisiana Street, Suite 2000
Houston, TX 77002
Telephone: (713) 276-5500
Facsimile: (713) 276-5555
Email: nora.mcguffey@foley.com
qtruong@foley.com

Counsel to the Debtors and Debtors in Possession