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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
DEBTORS' THIRD OMNIBUS MOTION FOR ENTRY OF
AN ORDER (I) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF
CERTAIN UNEXPIRED LEASES, AND (II) 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 8, 2025, the Debtors filed the *Debtors’ Third Omnibus Motion for Entry of an Order (I) Authorizing the Assumption and Assignment of Certain Unexpired Leases, and (II) Granting Related Relief* [Docket No. 313] (the “**Motion**”).

3. The Motion was served electronically via the Court’s PACER/ECF system as set forth on the Motion, and served via first-class mail on August 8, 2025, as set forth in the Certificate of Service [Docket No. 339] filed on the docket in the Chapter 11 Cases.

4. The original deadline for parties to file responses or objections to the relief requested in the Motion was September 2, 2025, eventually reset to September 18, 2025 (the “**Objection Deadline**”).

5. On August 28, 2025, the Official Committee of Unsecured Creditors (the “**Committee**”) filed a *Limited Objection and Reservation of Rights* to the Motion [Docket No. 400] (the “**Committee Objection**”).

6. Debtors’ counsel has conferred with counsel for the Committee and has revised the original proposed form of order filed with the Motion to reflect the resolutions reached with the

Committee (the “**Revised Proposed Order**”). Counsel for the Committee does not oppose the Revised Proposed Order.

7. The Revised Proposed Order is attached hereto as **Exhibit A**. A redline of the Revised Proposed Order against the Original Proposed Order is attached hereto as **Exhibit B**.

8. No additional objections to the 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 Motion have been resolved by the attached Revised Proposed Order.

[Remainder of Page Intentionally Left Blank]

DATED: September 24, 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 24, 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: Higher Ground Education, Inc., <i>et al.</i> , ¹ Debtor. | § § § § § § | Chapter 11 Case No.: 25-80121-11 (Jointly Administered) |
|--|----------------------------|---|

**ORDER GRANTING DEBTORS' THIRD OMNIBUS MOTION FOR ENTRY OF
AN ORDER (I) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF
CERTAIN UNEXPIRED LEASES, AND (II) 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); AltSchool II LLC (0403). The Debtors' mailing address is 1321 Upland Dr. PMB 20442, Houston, Texas 77043.

Upon consideration of the motion (the “**Motion**”)² of Higher Ground Education, Inc. (“**HGE**”) and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) for entry of an order authorizing, but not directing, the debtors to assume and assign certain unexpired leases listed on **Schedule 1**, attached hereto (collectively, the “**Assigned Leases**”) and granting related relief, all as more fully set forth in the Motion; 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 Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “**Hearing**”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing 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 Motion is granted as set forth herein.
2. The Assigned Leases (as amended, supplemented, or otherwise modified, the “**Assumption List**”) listed on **Schedule 1**, attached hereto, are assumed and assigned to the

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

applicable assignee designated on the Assumption List, pursuant to sections 105(a) and 365 of the Bankruptcy Code, in each case effective as of the Petition Date.

3. The Proposed Cure Amounts as set forth in the Assumption List are approved and shall be paid by the applicable Assignee within five (5) days after entry of this Order. Any defaults or other obligations of the Debtors under the Assigned Contracts and Leases arising prior to the date of entry of this Order are deemed satisfied by the payment of the Proposed Cure Amounts. For the avoidance of doubt, the Debtors shall have no liability for such Proposed Cure Amounts, and the Contract Counterparties shall have no recourse to the Debtors for satisfaction of such Proposed Cure Amounts.

4. Nothing contained in the Motion or this Order, nor any action taken pursuant thereto, nor any payment made pursuant to the authority granted thereby, is intended to be or shall be construed as: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity or any other party in interest under the Bankruptcy Code or other applicable non-bankruptcy law; (b) a waiver of the Debtors' or any party in interest's rights to dispute any claim on any grounds; (c) a promise or requirement to pay any claim except as otherwise expressly provided herein; (d) an implication or admission that any claim is of a type specified or defined in this Motion or any order granting the relief requested by this Motion; (e) a waiver of any claims or causes of action that may exist against any creditor or interest holder; (f) except as otherwise expressly provided herein, a bar or disallowance of any creditors' claim against the Debtors; (g) a limitation of any creditors' right to assert a claim against the Foreclosure Buyers for performance under its respective contract; (h) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code, except for the assumption and assignment of the Assigned Leases identified

on the Assumption List; (i) a waiver or limitation of the Debtors' and Foreclosure Buyers' rights under the Bankruptcy Code or any other applicable law; or (j) a waiver of any claims that the Debtors or any party in interest may have against any Contract Counterparty, whether or not such claims arise under, are related to the assumption of, or are independent of the Assigned Leases.

5. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the Bankruptcy Local Rules are satisfied by such notice.

6. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6006.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

8. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

###END OF ORDER###

Submitted by:

/s/ Holland N. O'Neil

Holland N. O'Neil (TX 14864700)

Thomas C. Scannell (TX 24070559)

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**PROPOSED COUNSEL TO DEBTORS
AND DEBTORS IN POSSESSION**

SCHEDULE 1

Assigned Leases

| No. | Landlord/Counterparty | School Name | Debtor | Lease Date | School Address | Proposed Assignee | Proposed Cure Amount |
|-----|-----------------------------|-----------------------------|-----------------|------------|--|-------------------|----------------------|
| 1 | 240 Enterprise, LLC | Verona | Guidepost A LLC | 9/27/2021 | 240 Enterprise Drive, Verona, WI, 53593 | GGE | \$0 |
| 2 | BRR Enterprises, Inc | Broadlands | Guidepost A LLC | 11/17/2015 | 42945 Waxpool Road, Ashburn, VA, 20148 | GGE | \$0 |
| 3 | California Avenue LLC | Lynnwood Parking License | HGE FIC L LLC | 1/25/2022 | 5405 196th Place SW, Lynnwood, WA 98036 | GGE | \$0 |
| 4 | Fort Gate Properties, LLC | Leavenworth | HGE FIC M LLC | 12/9/2020 | 571 Metropolitan Avenue, Leavenworth, KS, 66048 | CEA | \$0 |
| 5 | LLI Enterprises, LLC | Princeton Meadows | HGE FIC L LLC | 10/22/2021 | 666 Plainsboro Road, #2100, Plainsboro Township, NJ, 08536 | CEA | \$0 |
| 6 | MEC The Overlook, LLC | Oak Brook | HGE FIC I LLC | 11/24/2020 | 1745 W 22nd Street, Oak Brook, IL, 60523 | CEA | \$0 |
| 7 | WRI Gateway Alexandria, LLC | West Alex Expansion | Guidepost A LLC | 12/27/2023 | 3458 Berkeley St., Alexandria, VA 22302 | GGE | \$0 |

EXHIBIT B

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

| | | |
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| In re: | § | Chapter 11 |
| Higher Ground Education, Inc., <i>et al.</i> , ¹ | § | Case No.: 25-80121-11 |
| Debtor. | § | (Jointly Administered) |

**ORDER GRANTING DEBTORS' THIRD OMNIBUS MOTION FOR ENTRY OF
AN ORDER (I) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF
CERTAIN UNEXPIRED LEASES, AND (II) GRANTING RELATED RELIEF**

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Upon consideration of the motion (the “**Motion**”)² of Higher Ground Education, Inc. (“**HGE**”) and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) for entry of an order authorizing, but not directing, the debtors to assume and assign certain unexpired leases listed on **Schedule 1**, attached hereto (collectively, the “**Assigned Leases**”) and granting related relief, all as more fully set forth in the Motion; 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 Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “**Hearing**”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing 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 Motion is granted as set forth herein.
2. The Assigned Leases (as amended, supplemented, or otherwise modified, the “**Assumption List**”) listed on **Schedule 1**, attached hereto, are assumed and assigned to the

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

applicable assignee designated on the Assumption List, pursuant to sections 105(a) and 365 of the Bankruptcy Code, in each case effective as of the Petition Date.

3. The Proposed Cure Amounts ~~are~~as set forth in the Assumption List are approved and shall be paid by the applicable Assignee within five (5) days after entry of this Order. Any defaults or other obligations of the Debtors under the Assigned Contracts and Leases arising prior to the date of entry of this Order are deemed satisfied by the payment of the Proposed Cure Amounts. For the avoidance of doubt, the Debtors shall have no liability for such Proposed Cure Amounts, and the Contract Counterparties shall have no recourse to the Debtors for satisfaction of such Proposed Cure Amounts.

4. Nothing contained in the Motion or this Order, nor any action taken pursuant thereto, nor any payment made pursuant to the authority granted thereby, is intended to be or shall be construed as: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity or any other party in interest under the Bankruptcy Code or other applicable non-bankruptcy law; (b) a waiver of the Debtors' or any party in interest's rights to dispute any claim on any grounds; (c) a promise or requirement to pay any claim except as otherwise expressly provided herein; (d) an implication or admission that any claim is of a type specified or defined in this Motion or any order granting the relief requested by this Motion; (e) a waiver of any claims or causes of action that may exist against any creditor or interest holder; (f) except as otherwise expressly provided herein, a bar or disallowance of any creditors' claim against the Debtors; (g) a limitation of any creditors' right to assert a claim against the Foreclosure Buyers for performance under its respective contract; (h) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code, except for the assumption and assignment of the Assigned Leases identified on the Assumption List; (i) a waiver

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5. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the Bankruptcy Local Rules are satisfied by such notice.

6. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6006.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

8. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

###END OF ORDER###

Submitted by:

/s/ Holland N. O'Neil

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SCHEDULE 1

Assigned Leases

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| Modified DMS: nd://4934-7267-4137/3/HGE - (Order) Third Omnibus Motion for Assumption and Assignment Leases.docx | |
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| Delete | 1 |
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| Move To | 0 |
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| Format changes | 0 |
| Total Changes: | 3 |