

Holland N. O'Neil (TX 14864700)
Thomas C. Scannell (TX 24070559)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com
tscannell@foley.com

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

Nora J. McGuffey (TX 24121000)
Quynh-Nhu Truong (TX 24137253)
FOLEY & LARDNER LLP
1000 Louisiana Street, Suite 2000
Houston, TX 77002
Telephone: (713) 276-5500
Facsimile: (713) 276-5555
nora.mcguffey@foley.com
qtruong@foley.com

**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 (MVL)
	§	
Debtors.	§	(Jointly Administered)

**NOTICE OF FILING OF FURTHER REVISED PROPOSED ORDER
(I) CONDITIONALLY APPROVING THE DISCLOSURE STATEMENT;
(II) SCHEDULING A COMBINED DISCLOSURE STATEMENT APPROVAL
AND PLAN CONFIRMATION HEARING; (III) ESTABLISHING A PLAN AND
DISCLOSURE STATEMENT OBJECTION DEADLINE AND RELATED
PROCEDURES; (IV) APPROVING THE SOLICITATION AND NOTICE
PROCEDURES; AND (V) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that on June 27, 2025, Higher Ground Education, Inc. (“HGE”) and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”), filed *Debtors’ Motion for Entry of an Order (I) Conditionally Approving the Disclosure Statement; (II) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing; (III) Establishing a Plan and Disclosure Statement Objection Deadline and Related Procedures; (IV) Approving the Solicitation and Notice Procedures; and (V) Granting Related Relief* [Docket No. 98] (the “**Solicitation Motion**”), which attached (1) the proposed *Order (I) Conditionally*

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 Leawood LLC (3453); Guidepost Muirfield Village LLC (1889); Guidepost Richardson LLC (7111); Guidepost South Riding LLC (2403); 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.



Approving the Disclosure Statement; (II) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing; (III) Establishing a Plan and Disclosure Statement Objection Deadline and Related Procedures; (IV) Approving the Solicitation and Notice Procedures; and (V) Granting Related Relief (the “Original Proposed Order”); and (2) the Debtors’ proposed Solicitation Procedures, as Exhibit 1 to the Original Proposed Order (the “Original Proposed Solicitation Procedures”).

PLEASE TAKE FURTHER NOTICE that on October 6, 2025, the Debtors filed the *Notice of Filing of Revised Proposed Order (I) Conditionally Approving the Disclosure Statement; (II) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing; (III) Establishing a Plan and Disclosure Statement Objection Deadline and Related Procedures; (IV) Approving the Solicitation and Notice Procedures; and (V) Granting Related Relief* [Docket No. 531] (the “**Notice**”), which attached (1) the revised proposed *Order (I) Conditionally Approving the Disclosure Statement; (II) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing; (III) Establishing a Plan and Disclosure Statement Objection Deadline and Related Procedures; (IV) Approving the Solicitation and Notice Procedures; and (V) Granting Related Relief* (the “**Revised Proposed Order**”) as Exhibit A; and (2) the Debtors’ revised proposed Solicitation Procedures, as Exhibit C (the “**Revised Proposed Solicitation Procedures**”).

PLEASE TAKE FURTHER NOTICE that annexed hereto as Exhibit A is the Debtors’ further revised version of the Revised Proposed Order (the “**Further Revised Proposed Order**”).

PLEASE TAKE FURTHER NOTICE that annexed hereto as Exhibit B is a redline of the Debtors’ Further Revised Proposed Order against the Revised Proposed Order.

PLEASE TAKE FURTHER NOTICE that annexed hereto as Exhibit C is the Debtors’ revised version of the Revised Proposed Solicitation Procedures (the “**Further Revised Proposed Solicitation Procedures**”).

PLEASE TAKE FURTHER NOTICE that annexed hereto as Exhibit D is a redline of the Debtors’ Further Revised Proposed Solicitation Procedures against the Revised Proposed Solicitation Procedures.

PLEASE TAKE FURTHER NOTICE that the form of the materials annexed hereto may be revised or amended prior to the hearing on the Solicitation Motion.

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DATED: October 13, 2025

Respectfully submitted by:

/s/ Holland N. O'Neil

Holland N. O'Neil (TX 14864700)
Thomas C. Scannell (TX 24070559)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com
tscannell@foley.com

-and-

Timothy C. Mohan (admitted *pro hac vice*)
FOLEY & LARDNER LLP
1144 15th Street, Suite 2200
Denver, CO 80202
Telephone: (720) 437-2000
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FOLEY & LARDNER LLP
1000 Louisiana Street, Suite 2000
Houston, TX 77002
Telephone: (713) 276-5500
Facsimile: (713) 276-5555
nora.mcguffey@foley.com
qtruong@foley.com

**COUNSEL TO DEBTORS
AND DEBTORS IN POSSESSION**

CERTIFICATE OF SERVICE

I hereby certify that on October 13, 2025, a true and correct copy of the foregoing document was served electronically by the Court's PACER system.

/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 (MVL)
	§	
Debtor.	§	(Jointly Administered)

**ORDER (I) CONDITIONALLY APPROVING THE DISCLOSURE STATEMENT;
(II) SCHEDULING A COMBINED DISCLOSURE STATEMENT APPROVAL
AND PLAN CONFIRMATION HEARING; (III) ESTABLISHING A PLAN AND
DISCLOSURE STATEMENT OBJECTION DEADLINE AND RELATED
PROCEDURES; (IV) APPROVING THE SOLICITATION AND NOTICE
PROCEDURES; AND (V) 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 Leawood LLC (3453); Guidepost Muirfield Village LLC (1889); Guidepost Richardson LLC (7111); Guidepost South Riding LLC (2403); 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 (a) conditionally approving the Second Amended Disclosure Statement for the *Second Amended Joint Plan of Reorganization of Higher Ground Education, Inc., its Affiliated Debtors, and the Official Committee of Unsecured Creditors* (the “**Disclosure Statement**”); (b) scheduling a combined Disclosure Statement approval and Plan confirmation hearing; (c) establishing the Plan Objection Deadline and related procedures; (d) approving the Solicitation Procedures; (e) approving the Combined Notice; and (f) granting related relief, as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. § 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that it may enter a final order consistent with Article III of the United States Constitution; and the 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 the 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 the Court having reviewed the Motion, and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion and the record of any hearing on the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and good cause appearing therefor, **IT IS HEREBY ORDERED THAT:**

1. The Motion is granted as set forth herein.

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

2. The Confirmation Schedule is approved (subject to modification as necessary) as follows:

Event	Date
Voting Record Date³	September 1, 2025
Publication Deadline	On or before the date that is three (3) Business Days after entry of this Scheduling Order, or as soon as reasonably practicable thereafter.
Commence Solicitation	On or before the date that is three (3) Business Days after entry of this Scheduling Order, or as soon as reasonably practicable thereafter.
Plan Supplement Deadline	No later than November 10, 2025
Voting Deadline	November 17, 2025, at 5:00 p.m. (prevailing Central Time)
Objection Deadline	November 17, 2025, at 5:00 p.m. (prevailing Central Time)
Deadline to File Briefs in Support of Approval of Disclosure Statement and Confirmation of Plan	November 21, 2025
Combined Hearing	November 24, 2025, at 1:30 p.m. (prevailing Central Time)

3. The Disclosure Statement is approved on a conditional basis as containing adequate information within the meaning of section 1125 of the Bankruptcy Code, and the Debtors are authorized to distribute the Solicitation Package in order to solicit votes from Holders of Claims in the Voting Classes. Any objections to the adequacy of the information contained in the Disclosure Statement Supplement are reserved for consideration at the Combined Hearing.

4. The Combined Hearing, at which the Court will consider, among other things, final approval of the adequacy of the Disclosure Statement and confirmation of the *Second Amended Joint Plan of Reorganization of Higher Ground Education, Inc., its Affiliated Debtors,*

³ The “**Voting Record Date**” is the date as of which a Holder of record entitled to vote on the Plan must have held such Claim or Interest to cast a vote to accept or reject the Plan.

and the Official Committee of Unsecured Creditors (as may modified, amended, or supplemented from time to time, the “Plan”), shall be held on **November 24, 2025, at 1:30 p.m. (prevailing Central Time)**, subject to Court availability.

5. Any objections to the adequacy of the Disclosure Statement and confirmation of the Plan must be filed on or before **November 17, 2025, at 5:00 p.m. (prevailing Central Time)**. Any objections not satisfying the requirements of this Order shall not be considered and shall be overruled. Any objections to the Disclosure Statement or confirmation of the Plan must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) state the name of the objecting party and the amount and nature of the Claim or Interest beneficially owned by such entity; (d) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Plan that would resolve such objections; and (e) be filed with the Court so as to be actually received on or before the Objection Deadline.

6. For the avoidance of doubt, the U.S. Trustee reserves all rights to object to the Disclosure Statement under 11 U.S.C. § 1125 and the Plan under 11 U.S.C. § 1129.

7. The form of the Publication Notice, substantially in the form attached hereto as **Exhibit 3**, complies with the requirements of the Bankruptcy Code, Bankruptcy Rules, and Local Rules, and is approved. The Debtors are authorized, but not directed, pursuant to Bankruptcy Rule 2002(1), to give notice of the Combined Hearing and Objection Deadline (in a form substantially similar to the Combined Hearing Notice) by publishing the Publication Notice in the national edition of the *Wall Street Journal*, *New York Times*, or a similar national publication, and any additional publication the Debtors and the Official Committee of Unsecured Creditors (collectively, the “Proponents”) deem necessary. The Publication Notice, if timely provided pursuant to the Confirmation Schedule, shall constitute good and sufficient notice of the

Combined Hearing and the Objection Deadline (and related procedures) to persons who do not receive notice of the Combined Hearing by mail.

8. The Solicitation Procedures set forth in the Motion and substantially in the form attached hereto as **Exhibit 1** satisfy the requirements of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and any other applicable rules, laws, and regulations, and are approved. The procedures used for tabulations of votes to accept or reject the Plan and the number of executed Opt-Out Forms, as set forth in the Motion and Solicitation Procedures, are approved. For purposes of serving the Solicitation Packages, the Debtors are authorized to rely on the address information (for voting and non-voting parties alike) maintained by the Debtors and provided by the Debtors to the Claims and Noticing Agent as of the Voting Record Date. Any obligation for the Debtors or the Claims and Noticing Agent to conduct any additional research for updated addresses based on undeliverable Solicitation Packages and/or Non-Voting Status Packages is waived.

9. The form of the Combined Notice, substantially in the form attached hereto as **Exhibit 2**, complies with the requirements of the Bankruptcy Code, Bankruptcy Rules, and Local Rules, and is approved.

10. The form of Ballot, including the Opt-Out Form, substantially in the form attached hereto as **Exhibit 4**, complies with the requirements of the Bankruptcy Code, Bankruptcy Rules, the Local Rules, and is approved.

11. The form of Notice of Non-Voting Status, including the Opt-Out Form, substantially in the form attached hereto as **Exhibit 5**, complies with the requirements of the Bankruptcy Code, Bankruptcy Rules, and Local Rules, and is approved.

12. The Proponents are authorized to make non-substantive changes to the Disclosure Statement, the Plan, the Solicitation Packages, the Notice of Non-Voting Status Packages, the Combined Notice, the Ballots, and any related documents without further order of the Court, including changes to correct typographical and grammatical errors, if any.

13. The requirement of service by mail under Bankruptcy Rule 2002(b) is hereby waived as set forth herein, and the Debtors may provide the Solicitation Packages and/or Notice of Non-Voting Status Packages to Holders of Claims or Interest for whom they have a valid and confirmed e-mail address in an electronic manner.

14. The Debtors are authorized, but not directed, to provide the Disclosure Statement, Plan, and this Order (without attachments, except the Solicitation Procedures) in electronic format (on a USB flash drive) instead of printed hard copies. Only the Ballots and Combined Hearing Notice, and such other materials as the Court may order included with the Solicitation Packages, will be provided in paper format. Moreover, the Plan and the Disclosure Statement shall be available for review and download at no charge through the Debtors' restructuring website maintained by the Claims and Noticing Agent at www.veritaglobal.net/HigherGround. If online access or service by USB flash drive imposes a hardship for any party entitled to receive a copy of the Plan and the Disclosure Statement, such party may request a paper copy of the Plan, Disclosure Statement, and this Order (without attachments, except the Solicitation Procedures) by contacting the Claims and Noticing Agent by: (a) calling (888) 733-1431 (U.S./Canada) (toll-free), +1 (310) 751-2632 (International), (b) writing to Higher Ground Education, Inc., et al. Ballot Processing, c/o KCC dba Verita, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245 (if by first-class mail, hand delivery or overnight mail), or (c) submitting an inquiry to www.veritaglobal.net/HigherGround/Inquiry (with "HGE Solicitation Inquiry" in the subject

line). Upon receipt of such request, the Debtors shall provide such party with a paper copy of the Plan and the Disclosure Statement free of charge.

15. Nothing contained in the Motion or this Order shall be deemed or construed as an admission as to the validity or priority of any claim or lien against the Debtors or any other party or as a waiver of such parties' rights to dispute any claim or lien.

16. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

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

18. The terms and conditions of this Order are immediately effective and enforceable upon its entry.

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

20. 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:

Holland N. O'Neil (TX 14864700)
Thomas C. Scannell (TX 24070559)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com
tscannell@foley.com

-and-

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Houston, TX 77002
Telephone: (713) 276-5500
Facsimile: (713) 276-5555
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qtruong@foley.com

**COUNSEL TO DEBTORS
AND DEBTORS IN POSSESSION**

Exhibit B

**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 (MVL)
	§	
Debtor.	§	(Jointly Administered)

**ORDER (I) CONDITIONALLY APPROVING THE DISCLOSURE
STATEMENT; (II) SCHEDULING A COMBINED DISCLOSURE STATEMENT
APPROVAL AND PLAN CONFIRMATION HEARING; (III) ESTABLISHING A
PLAN AND DISCLOSURE STATEMENT OBJECTION DEADLINE AND
RELATED PROCEDURES; (IV) APPROVING THE SOLICITATION AND
NOTICE PROCEDURES; AND (V) 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 Leawood LLC (3453); Guidepost Muirfield Village LLC (1889); Guidepost Richardson LLC (7111); Guidepost South Riding LLC (2403); 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 (a) conditionally approving the ~~First~~Second Amended Disclosure Statement for the ~~First~~Second *Amended Joint Plan of Reorganization of Higher Ground Education, Inc., its Affiliated Debtors, and the Official Committee of Unsecured Creditors* (the “**Disclosure Statement**”); (b) scheduling a combined Disclosure Statement approval and Plan confirmation hearing; (c) establishing the Plan Objection Deadline and related procedures; (d) approving the Solicitation Procedures; (e) approving the Combined Notice; and (f) granting related relief, as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. § 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that it may enter a final order consistent with Article III of the United States Constitution; and the 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 the 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 the Court having reviewed the Motion, and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion and the record of any hearing on the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and good cause appearing therefor, **IT IS HEREBY ORDERED THAT:**

1. The Motion is granted as set forth herein.

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

2. The Confirmation Schedule is approved (subject to modification as necessary) as follows:

Event	Date
Voting Record Date³	September 1, 2025
Publication Deadline	On or before the date that is three (3) Business Days after entry of this Scheduling Order, or as soon as reasonably practicable thereafter.
Commence Solicitation	On or before the date that is three (3) Business Days after entry of this Scheduling Order, or as soon as reasonably practicable thereafter.
Plan Supplement Deadline	No later than November 10, 2025
Voting Deadline	November 17, 2025, at 5:00 p.m. (prevailing Central Time)
Objection Deadline	November 17, 2025, at 5:00 p.m. (prevailing Central Time)
Deadline to File Briefs in Support of Approval of Disclosure Statement and Confirmation of Plan	November 21, 2025
Combined Hearing	November 24, 2025, at 1:30 p.m. (prevailing Central Time)

3. The Disclosure Statement is approved on a conditional basis as containing adequate information within the meaning of section 1125 of the Bankruptcy Code, and the Debtors are authorized to distribute the Solicitation Package in order to solicit votes from Holders of Claims in the Voting Classes. Any objections to the adequacy of the information contained in the Disclosure Statement Supplement are reserved for consideration at the Combined Hearing.

4. The Combined Hearing, at which the Court will consider, among other things, final approval of the adequacy of the Disclosure Statement and confirmation of the ~~First~~Second

³ The “**Voting Record Date**” is the date as of which a Holder of record entitled to vote on the Plan must have held such Claim or Interest to cast a vote to accept or reject the Plan.

Amended Joint Plan of Reorganization of Higher Ground Education, Inc., its Affiliated Debtors, and the Official Committee of Unsecured Creditors (as may modified, amended, or supplemented from time to time, the “**Plan**”), shall be held on **November 24, 2025, at 1:30 p.m. (prevailing Central Time)**, subject to Court availability.

5. Any objections to the adequacy of the Disclosure Statement and confirmation of the Plan must be filed on or before **November 17, 2025, at 5:00 p.m. (prevailing Central Time)**. Any objections not satisfying the requirements of this Order shall not be considered and shall be overruled. Any objections to the Disclosure Statement or confirmation of the Plan must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) state the name of the objecting party and the amount and nature of the Claim or Interest beneficially owned by such entity; (d) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Plan that would resolve such objections; and (e) be filed with the Court so as to be actually received on or before the Objection Deadline.

6. [For the avoidance of doubt, the U.S. Trustee reserves all rights to object to the Disclosure Statement under 11 U.S.C. § 1125 and the Plan under 11 U.S.C. § 1129.](#)

7. ~~6.~~ The form of the Publication Notice, substantially in the form attached hereto as **Exhibit 3**, complies with the requirements of the Bankruptcy Code, Bankruptcy Rules, and Local Rules, and is approved. The Debtors are authorized, but not directed, pursuant to Bankruptcy Rule 2002(1), to give notice of the Combined Hearing and Objection Deadline (in a form substantially similar to the Combined Hearing Notice) by publishing the Publication Notice in the national edition of the *Wall Street Journal*, *New York Times*, or a similar national publication, and any additional publication the Debtors and the Official Committee of Unsecured Creditors (collectively, the “**Proponents**”) deem necessary. The Publication Notice, if timely

provided pursuant to the Confirmation Schedule, shall constitute good and sufficient notice of the Combined Hearing and the Objection Deadline (and related procedures) to persons who do not receive notice of the Combined Hearing by mail.

8. ~~7.~~ The Solicitation Procedures set forth in the Motion and substantially in the form attached hereto as **Exhibit 1** satisfy the requirements of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and any other applicable rules, laws, and regulations, and are approved. The procedures used for tabulations of votes to accept or reject the Plan and the number of executed Opt-Out Forms, as set forth in the Motion and Solicitation Procedures, are approved. For purposes of serving the Solicitation Packages, the Debtors are authorized to rely on the address information (for voting and non-voting parties alike) maintained by the Debtors and provided by the Debtors to the Claims and Noticing Agent as of the Voting Record Date. Any obligation for the Debtors or the Claims and Noticing Agent to conduct any additional research for updated addresses based on undeliverable Solicitation Packages and/or Non-Voting Status Packages is waived.

9. ~~8.~~ The form of the Combined Notice, substantially in the form attached hereto as **Exhibit 2**, complies with the requirements of the Bankruptcy Code, Bankruptcy Rules, and Local Rules, and is approved.

10. ~~9.~~ The form of Ballot, including the Opt-Out Form, substantially in the form attached hereto as **Exhibit 4**, complies with the requirements of the Bankruptcy Code, Bankruptcy Rules, the Local Rules, and is approved.

11. ~~10.~~ The form of Notice of Non-Voting Status, including the Opt-Out Form, substantially in the form attached hereto as **Exhibit 5**, complies with the requirements of the Bankruptcy Code, Bankruptcy Rules, and Local Rules, and is approved.

12. ~~11.~~ The Proponents are authorized to make non-substantive changes to the Disclosure Statement, the Plan, the Solicitation Packages, the Notice of Non-Voting Status Packages, the Combined Notice, the Ballots, and any related documents without further order of the Court, including changes to correct typographical and grammatical errors, if any.

13. ~~12.~~ The requirement of service by mail under Bankruptcy Rule 2002(b) is hereby waived as set forth herein, and the Debtors may provide the Solicitation Packages and/or Notice of Non-Voting Status Packages to Holders of Claims or Interest for whom they have a valid and confirmed e-mail address in an electronic manner.

14. ~~13.~~ The Debtors are authorized, but not directed, to provide the Disclosure Statement, Plan, and this Order (without attachments, except the Solicitation Procedures) in electronic format (on a USB flash drive) instead of printed hard copies. Only the Ballots and Combined Hearing Notice, and such other materials as the Court may order included with the Solicitation Packages, will be provided in paper format. Moreover, the Plan and the Disclosure Statement shall be available for review and download at no charge through the Debtors' restructuring website maintained by the Claims and Noticing Agent at www.veritaglobal.net/HigherGround. If online access or service by USB flash drive imposes a hardship for any party entitled to receive a copy of the Plan and the Disclosure Statement, such party may request a paper copy of the Plan, Disclosure Statement, and this Order (without attachments, except the Solicitation Procedures) by contacting the Claims and Noticing Agent by: (a) calling (888) 733-1431 (U.S./Canada) (toll-free), +1 (310) 751-2632 (International), (b) writing to Higher Ground Education, Inc., et al. Ballot Processing, c/o KCC dba Verita, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245 (if by first-class mail, hand delivery or overnight mail), or (c) submitting an inquiry to www.veritaglobal.net/HigherGround/Inquiry

(with “HGE Solicitation Inquiry” in the subject line). Upon receipt of such request, the Debtors shall provide such party with a paper copy of the Plan and the Disclosure Statement free of charge.

15. ~~14.~~ Nothing contained in the Motion or this Order shall be deemed or construed as an admission as to the validity or priority of any claim or lien against the Debtors or any other party or as a waiver of such parties’ rights to dispute any claim or lien.

16. ~~15.~~ All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

17. ~~16.~~ Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of the Bankruptcy Rules and the Local Rules are satisfied by such notice.

18. ~~17.~~ The terms and conditions of this Order are immediately effective and enforceable upon its entry.

19. ~~18.~~ The Proponents are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

20. ~~19.~~ 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:

Holland N. O'Neil (TX 14864700)
Thomas C. Scannell (TX 24070559)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com
tscannell@foley.com

-and-

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

-and-

Nora J. McGuffey (TX 24121000)
Quynh-Nhu Truong (TX 24137253)
FOLEY & LARDNER LLP
1000 Louisiana Street, Suite 2000
Houston, TX 77002
Telephone: (713) 276-5500
Facsimile: (713) 276-5555
nora.mcguffey@foley.com
qtruong@foley.com

**COUNSEL TO DEBTORS
AND DEBTORS IN POSSESSION**

Summary report: Litera Compare for Word 11.7.0.54 Document comparison done on 10/13/2025 12:50:50 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: nd://4923-6794-8613/7/HGE (Order) Motion to Conditionally Approve Disclosure Statement.docx	
Modified DMS: nd://4923-6794-8613/8/HGE (Order) Motion to Conditionally Approve Disclosure Statement.docx	
Changes:	
<u>Add</u>	22
Delete	20
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	42

Exhibit C

Holland N. O'Neil (TX 14864700)
Thomas C. Scannell (TX 24070559)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com
tscannell@foley.com

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

Nora J. McGuffey (TX 24121000)
Quynh-Nhu Truong (TX 24137253)
FOLEY & LARDNER LLP
1000 Louisiana Street, Suite 2000
Houston, TX 77002
Telephone: (713) 276-5500
Facsimile: (713) 276-5555
nora.mcguffey@foley.com
qtruong@foley.com

**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 (MVL)
Debtor.	§	
	§	(Jointly Administered)

SOLICITATION PROCEDURES

PLEASE TAKE NOTICE that on [●], 2025, the United States Bankruptcy Court for the Northern District of Texas (the “**Court**”) entered an order [Docket No. ●] (the “**Solicitation Order**”): (a) authorizing Higher Ground Education, Inc. (“**HGE**”) and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) to solicit acceptances for the *Second Amended Joint Plan of Reorganization of Higher Ground Education, Inc., its Affiliated Debtors, and the Official Committee of Unsecured Creditors* (as may modified, amended, or supplemented from time to time, the “**Plan**”); (b) conditionally approving the *Second Amended Disclosure Statement for the Second Amended Joint Plan of Reorganization of Higher Ground Education, Inc., its Affiliated Debtors, and the Official Committee of Unsecured Creditors* (as

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 Leawood LLC (3453); Guidepost Muirfield Village LLC (1889); Guidepost Richardson LLC (7111); Guidepost South Riding LLC (2403); 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.

may modified, amended, or supplemented from time to time, the “**Disclosure Statement**”)² as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the Solicitation Package (defined below); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan (these “**Solicitation Procedures**”).

A. The Voting Record Date

The Court has approved **September 1, 2025**, as the record date for purposes of determining which Holders of Claims in the Classes of 1, 2, 3, 4, 5, and 8 (the “**Voting Classes**”) are entitled to vote on the Plan (the “**Voting Record Date**”).

B. The Voting Deadline

The Court has approved **November 17, 2025, at 5:00 p.m. (CT)** as the voting deadline (the “**Voting Deadline**”) for the Plan. The Debtors and the Official Committee of Unsecured Creditors (the “**Proponents**”) may extend the Voting Deadline, in their joint discretion, without further order of the Court. To be counted as votes to accept or reject the Plan, all ballots (“**Ballots**”) must be properly executed, completed, and delivered to the Claims and Noticing Agent (as defined below) as directed on the applicable Ballot. For the avoidance of doubt, the Voting Deadline includes the deadline by which Opt-Out Forms must be executed, completed, and returned to the Claims and Noticing Agent.

C. Form, Content, and Manner of Notice

1. The Solicitation Package

The following materials shall constitute the solicitation package (the “**Solicitation Package**”):

- (a) the Disclosure Statement (including the Plan and all other exhibits thereto);
- (b) a copy of the Solicitation Order with the attached Solicitation Procedures;
- (c) the Combined Notice;
- (d) a conformed and appropriate Ballot, which provides the opportunity to opt out of the consensual Third-Party Releases (the “**Opt-Out Form**”) set forth in the Plan, substantially in the form attached to the Solicitation Order as **Exhibit 4**, together with detailed voting instructions and a pre-addressed, postage-prepaid return envelope; and

² Capitalized terms used but not otherwise defined herein shall have the same meaning as set forth in the Plan, Disclosure Statement, or *Debtors’ Motion for Entry of an Order (I) Conditionally Approving the Disclosure Statement; (II) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing; (III) Establishing a Plan and Disclosure Statement Objection Deadline and Related Procedures; (IV) Approving the Solicitation and Notice Procedures; and (V) Granting Related Relief* (the “**Motion**”), as applicable.

- (e) any additional documents that the Court has ordered to be made available.

2. Distribution of the Solicitation Package.

The Solicitation Package shall provide the Plan, the Disclosure Statement, and the Solicitation Order (without exhibits except the Solicitation Procedures) in electronic format (*i.e.*, as PDFs on a USB flash drive or through the restructuring information at www.veritaglobal.net/HigherGround), and all other contents of the Solicitation Package, including Ballots, shall be provided in paper format. Any party that receives the materials in electronic format but would prefer paper format may contact Kurtzman Carson Consultants, LLC d/b/a Verita Global (“**Verita**”), the Debtors’ noticing, claims, and balloting agent (the “**Claims and Noticing Agent**”) by: (a) writing to Higher Ground Claims Processing Center, Verita Global, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245 (if by first-class mail, hand delivery or overnight mail); (b) calling (888) 733-1431 (U.S. and Canada toll free) or (310) 751-2632 (international) and requesting to speak with a member of the solicitation group; or (c) submitting an inquiry via online form at www.veritaglobal.net/HigherGround/Inquiry. Additionally, the Plan, the Disclosure Statement, and the Solicitation Order (including exhibits) are also available for a fee via PACER at <https://ecf.txnb.uscourts.gov/> (a PACER account is required).

On or before the date that is three (3) Business Days after entry of the Scheduling Order, or as soon as reasonably practicable thereafter (“**Solicitation Commencement Date**”), the Debtors shall mail, or cause to be mailed, the Solicitation Package to (a) all Holders of Claims in the Voting Classes who are entitled to vote, as described in Section D below, and (b) any Holder who would otherwise be entitled to vote in accordance with Section D below. In addition, the Debtors shall serve, or cause to be served, by hardcopy mail or by electronic mail, the Combined Notice containing all of the materials in the Solicitation Package (excluding the Ballot) in electronic format on the U.S. Trustee and all parties entitled to receive notice under Bankruptcy Rule 2002.

For purposes of serving the Solicitation Packages and Notice of Non-Voting Status Packages (defined below), the Debtors may rely on the address information for the Voting Classes and Non-Voting Classes as compiled, updated, and maintained by the Claims and Noticing Agent as of the Voting Record Date. The Debtors and the Claims and Noticing Agent are not required to conduct any additional research for updated addresses based on undeliverable Solicitation Packages (including Ballots) or Notice of Non-Voting Status Packages.

To avoid duplication and reduce expenses, the Debtors will make every reasonable effort to ensure that any Holder of a Claim who has filed duplicative Claims against a Debtor (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class as against that Debtor.

3. Resolution of Disputed Claims for Voting Purposes; Resolution Event.

- (a) If a Claim in a Voting Class is subject to an objection that is filed with the Court on or prior to seven (7) days before the Voting Deadline: (i) the

Debtors shall cause the applicable Holder to be served with a notice of such objection; and (ii) the applicable Holder shall not be entitled to vote to accept or reject the Plan on account of such Claim unless a Resolution Event (as defined herein) occurs as provided herein.

- (b) If a Claim in the Voting Class is subject to an objection that is filed with the Court less than seven (7) days prior to the Voting Deadline, the applicable Claim shall be deemed temporarily allowed for voting purposes only, without further action by the Holder of such Claim and without further order of the Court, unless the Court orders otherwise.
- (c) A “**Resolution Event**” means the occurrence of one or more of the following events no later than two (2) Business Days prior to the Voting Deadline:
 - i. an order of the Court allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;
 - ii. an order of the Court temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
 - iii. a stipulation or other agreement is executed between the Holder of such Claim and the Debtors resolving the objection and allowing such Claim, which allowance may be for voting purposes only, in an agreed-upon amount and such agreement (or notice of such agreement) is conveyed by the Debtors to the Claims and Noticing Agent by electronic mail or otherwise; or
 - iv. the pending objection is voluntarily withdrawn by the objecting party.
- (d) No later than one (1) Business Day following the occurrence of a Resolution Event, the Debtors shall cause the Claims and Noticing Agent to distribute via email or overnight mail a Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant Holder to the extent such Holder has not already received a Solicitation Package.

4. Non-Voting Status Packages for Unimpaired Classes and Classes Deemed to Accept the Plan.

Certain Holders of Claims and Interests that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code (the “**Non-Voting Classes**”) will receive only the Combined Notice and a Notice of Non-Voting Status, including the Opt-Out Form (the “**Notice of Non-Voting Status Package**”), substantially in the form attached as **Exhibit 5** to the Solicitation Order. Among other things, the Notice of Non-Voting Status Package will instruct the Non-Voting Classes as to how they may

obtain copies of the documents contained in the Solicitation Package (excluding Ballots) and will inform such Holders of the Voting Deadline with respect to the Opt-Out Form.

D. Voting and Tabulation Procedures.

1. Holders of Claims Entitled to Vote.

Only the following Holders of Claims in the Voting Classes, Holders of Claims in Classes 1, 2, 3, 4, 5, and 8 shall be entitled to vote with regard to such Claims.

2. Establishing Claim Amounts for Voting Purposes.

In tabulating votes, the following hierarchy shall be used to determine the amount of the Claim associated with each claimant's vote:

- (a) the Claim amount: (i) settled and/or agreed upon by the Debtors, as reflected in a document filed with the Court, (ii) set forth in an order of the Court, or (iii) set forth in a document executed by the Debtors pursuant to authority granted by the Court;
- (b) the Claim amount Allowed (temporarily or otherwise) pursuant to a Resolution Event under the procedures set forth in the Solicitation Procedures;
- (c) the Claim amount contained in a timely filed Proof of Claim; *provided, however*, that Ballots cast by Holders of Claims who file a Proof of Claim in a contingent or wholly-unliquidated or unknown amount that is not the subject of an objection will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as Ballots for Claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and, if a Proof of Claim is filed as partially liquidated and partially unliquidated, such Claim will be Allowed for voting purposes only in the liquidated amount; *provided, further*, that to the extent the Claim amount contained in the Proof of Claim is different from the Claim amount set forth in a document filed with the Court as referenced in subparagraph (a) above, the Claim amount in the document filed with the Court shall supersede the Claim amount set forth on the respective Proof of Claim;
- (d) the Claim amount listed in the Debtors' Schedules of Assets and Liabilities, *provided* that such Claim is not scheduled as contingent, disputed, or unliquidated and/or has not been paid; and
- (e) in the absence of any of the foregoing, such Claim shall be disallowed for voting purposes unless otherwise ordered by the Court.

3. Voting and Tabulation Procedures.

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Proponents' right to waive any of the below-specified requirements for completion and submission of Ballots so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Local Rules:

- (a) except as otherwise provided in the Solicitation Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline (as the same may be extended by the Proponents), the votes or elections transmitted in such Ballot may be counted only at the discretion of the Proponents in connection with confirmation of the Plan;
- (b) the Debtors will file with the Court no later than two (2) days prior to the Combined Hearing, a voting report (the "**Voting Report**"). The Voting Report shall, among other things, delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or lacking necessary information, received via facsimile or damaged ("**Irregular Ballots**"). The Voting Report shall indicate the Debtors' intentions with regard to each Irregular Ballot;
- (c) the method of delivery of Ballots to be sent to the Claims and Noticing Agent is at the election and risk of each Holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Claims and Noticing Agent actually receives the properly executed Ballot;
- (d) an executed Ballot is required to be submitted by the Entity submitting such Ballot. Delivery of a Ballot to the Claims and Noticing Agent by facsimile, electronic email, or any electronic means other than the Notice and Claim Agent's online portal will not be valid;
- (e) no Ballot should be sent to the Debtors, the Debtors' agents (other than the Claims and Noticing Agent), or to the Debtors' financial or legal advisors, and if so sent, will not be counted;
- (f) if multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior received Ballot;
- (g) Holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. A Ballot that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims within the same Class, the applicable Debtor may, in its discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes;

- (h) Holders of Claims and Interests that may be asserted against multiple Debtors must vote such Claims and Interests either to accept or reject the Plan at each such Debtor and may not vote any such Claim and Interests to accept at one Debtor and reject at another Debtor. A Ballot that rejects the Plan for a Claim or Interest at one Debtor and accepts the Plan for the same Claim or Interest at another Debtor will not be counted;
- (i) a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a Holder of Claims must indicate such capacity when signing and if requested by the Claims and Noticing Agent, the Debtors or the Court, must submit proper evidence of its authority to act;
- (j) the Proponents, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report or a supplemental voting report, as applicable;
- (k) neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;
- (l) unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline, or such Ballots will not be counted;
- (m) in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected;
- (n) subject to any order of the Court, the Proponents reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Proponents would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; **provided** that any such rejections will be documented in the Voting Report and subject to final determination by the Court;
- (o) if a Claim has been estimated or a Claim has otherwise been Allowed only for voting purposes by order of the Court, such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;

- (p) if an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein;
- (q) the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of such Claim; (ii) any Ballot cast by any Entity that does not hold a Claim in the Voting Class; (iii) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed by the Voting Record Date (unless the applicable bar date has not yet passed, in which case such Claim shall be entitled to vote in the amount of \$1.00); (iv) any unsigned Ballot or Ballot lacking an original signature (for the avoidance of doubt, a Ballot cast via the online balloting portal will be deemed to contain an original signature); (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein;
- (r) after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Proponents or an order of the Court;
- (s) the Debtors are authorized to enter into stipulations with the Holder of any Claim agreeing to the amount of a Claim for voting purposes;
- (t) where any portion of a single Claim has been transferred to a transferee, all Holders of any portion of such single Claim will be (i) treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code (and for the other Solicitation Procedures set forth herein), and (ii) required to vote every portion of such Claim collectively to accept or reject the Plan. In the event that (i) a Ballot, (ii) a group of Ballots within a Voting Class received from a single creditor, or (iii) a group of Ballots received from the various Holders of multiple portions of a single Claim partially reject and partially accept the Plan, such Ballots shall not be counted;
- (u) for purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor in a particular Class will be aggregated and treated as if such creditor held one Claim in such Class, and all votes related to such Claim will be treated as a single vote to accept or reject the Plan; **provided** that if separate affiliated entities hold Claims in a particular Class, these Claims will not be aggregated and will not be treated as if such creditor held one Claim in such Class, and the vote of each affiliated entity will be counted separately as a vote to accept or reject the Plan;

- (v) to the extent a Holder of a Claim files a Proof of Claim during the solicitation period that amends or supersedes a Claim for which a Solicitation Package was previously distributed to the same Holder, the Debtors are not obligated to cause the Notice and Claims Agent to distribute an additional Solicitation Package to such Holder;
- (w) That the Claim amount contained in a Proof of Claim that has been timely filed by the applicable Bar Date (or deemed timely filed by the Bankruptcy Court under applicable law) that is asserted in currency other than U.S. Dollars shall be automatically deemed converted to the equivalent U.S. Dollar value using the conversion rate for the applicable currency at prevailing market prices as of 11:59 p.m. UTC on the Petition Date. Such conversion shall be for voting tabulation purposes only and shall not be binding for any other purpose on the Debtors, including, without limitation, for purposes of allowance of, and distribution with respect to, Claims under the Plan;
- (x) That Holders of Claims for which Proofs of Claim were filed for \$0.00 or for which no value is asserted are not entitled to vote;
- (y) That Claims that have been paid, scheduled to be paid in the ordinary course, or otherwise satisfied are disallowed for voting purposes;
- (z) That to the extent a Proof of Claim is filed that is based solely on a Holder's equity Interests or the losses related thereto, such Holder will be classified as a Class 10 or 11 Holder and such Claim will be treated in accordance with Class 10 or 11 and not entitled to vote; and
- (aa) That notwithstanding anything to the contrary contained herein, any Holder who has filed or purchased duplicate Claims within the same Voting Class, or that has filed Claims against multiple Debtors based upon the same underlying liability (including, for the avoidance of doubt, any duplicate of corresponding guarantee, co-obligor, or similar Claims), shall, to the extent possible, be provided with only one Solicitation Package (including one Ballot) for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims.

E. Amendments by the Proponents.

The Proponents reserve the right to make non-substantive or immaterial changes to the Disclosure Statement, Plan, Ballots, Combined Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, if any, and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package before their distribution.

Exhibit D

Holland N. O'Neil (TX 14864700)
Thomas C. Scannell (TX 24070559)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
honeil@foley.com
tscannell@foley.com

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

Nora J. McGuffey (TX 24121000)
Quynh-Nhu Truong (TX 24137253)
FOLEY & LARDNER LLP
1000 Louisiana Street, Suite 2000
Houston, TX 77002
Telephone: (713) 276-5500
Facsimile: (713) 276-5555
nora.mcguffey@foley.com
qtruong@foley.com

**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 (MVL)
Debtor.	§	
	§	(Jointly Administered)

SOLICITATION PROCEDURES

PLEASE TAKE NOTICE that on [●], 2025, the United States Bankruptcy Court for the Northern District of Texas (the “**Court**”) entered an order [Docket No. ●] (the “**Solicitation Order**”): (a) authorizing Higher Ground Education, Inc. (“**HGE**”) and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) to solicit acceptances for the ~~First~~Second *Amended Joint Plan of Reorganization of Higher Ground Education, Inc., its Affiliated Debtors, and the Official Committee of Unsecured Creditors* (as may modified, amended, or supplemented from time to time, the “**Plan**”); (b) conditionally approving the ~~First~~Second *Amended Disclosure Statement for the FirstSecond Amended Joint Plan of Reorganization of Higher Ground Education, Inc., its Affiliated Debtors, and the Official Committee of Unsecured*

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 Leawood LLC (3453); Guidepost Muirfield Village LLC (1889); Guidepost Richardson LLC (7111); Guidepost South Riding LLC (2403); 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.

Creditors (as may modified, amended, or supplemented from time to time, the “**Disclosure Statement**”)² as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the Solicitation Package (defined below); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan (these “**Solicitation Procedures**”).

A. The Voting Record Date

The Court has approved **September 1, 2025**, as the record date for purposes of determining which Holders of Claims in the Classes of 1, 2, 3, 4, 5, and 8 (the “**Voting Classes**”) are entitled to vote on the Plan (the “**Voting Record Date**”).

B. The Voting Deadline

The Court has approved **November 17, 2025, at 5:00 p.m. (CT)** as the voting deadline (the “**Voting Deadline**”) for the Plan. The Debtors and the Official Committee of Unsecured Creditors (the “**Proponents**”) may extend the Voting Deadline, in their joint discretion, without further order of the Court. To be counted as votes to accept or reject the Plan, all ballots (“**Ballots**”) must be properly executed, completed, and delivered to the Claims and Noticing Agent (as defined below) as directed on the applicable Ballot. For the avoidance of doubt, the Voting Deadline includes the deadline by which Opt-Out Forms must be executed, completed, and returned to the Claims and Noticing Agent.

C. Form, Content, and Manner of Notice

1. The Solicitation Package

The following materials shall constitute the solicitation package (the “**Solicitation Package**”):

- (a) the Disclosure Statement (including the Plan and all other exhibits thereto);
- (b) a copy of the Solicitation Order with the attached Solicitation Procedures;
- (c) the Combined Notice;
- (d) a conformed and appropriate Ballot, which provides the opportunity to opt out of the consensual Third-Party Releases (the “**Opt-Out Form**”) set forth in the Plan, substantially in the form attached to the Solicitation

² Capitalized terms used but not otherwise defined herein shall have the same meaning as set forth in the Plan, Disclosure Statement, or *Debtors’ Motion for Entry of an Order (I) Conditionally Approving the Disclosure Statement; (II) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing; (III) Establishing a Plan and Disclosure Statement Objection Deadline and Related Procedures; (IV) Approving the Solicitation and Notice Procedures; and (V) Granting Related Relief* (the “**Motion**”), as applicable.

Order as **Exhibit 4**, together with detailed voting instructions and a pre-addressed, postage-prepaid return envelope; and

- (e) any additional documents that the Court has ordered to be made available.

2. Distribution of the Solicitation Package.

The Solicitation Package shall provide the Plan, the Disclosure Statement, and the Solicitation Order (without exhibits except the Solicitation Procedures) in electronic format (*i.e.*, as PDFs on a USB flash drive or through the restructuring information at www.veritaglobal.net/HigherGround), and all other contents of the Solicitation Package, including Ballots, shall be provided in paper format. Any party that receives the materials in electronic format but would prefer paper format may contact Kurtzman Carson Consultants, LLC d/b/a Verita Global (“**Verita**”), the Debtors’ noticing, claims, and balloting agent (the “**Claims and Noticing Agent**”) by: (a) writing to Higher Ground Claims Processing Center, Verita Global, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245 (if by first-class mail, hand delivery or overnight mail); (b) calling (888) 733-1431 (U.S. and Canada toll free) or (310) 751-2632 (international) and requesting to speak with a member of the solicitation group; or (c) submitting an inquiry via online form at www.veritaglobal.net/HigherGround/Inquiry. Additionally, the Plan, the Disclosure Statement, and the Solicitation Order (including exhibits) are also available for a fee via PACER at <https://ecf.txnb.uscourts.gov/> (a PACER account is required).

On or before the date that is three (3) Business Days after entry of the Scheduling Order, or as soon as reasonably practicable thereafter (“**Solicitation Commencement Date**”), the Debtors shall mail, or cause to be mailed, the Solicitation Package to (a) all Holders of Claims in the Voting Classes who are entitled to vote, as described in Section D below, and (b) any Holder who would otherwise be entitled to vote in accordance with Section D below. In addition, the Debtors shall serve, or cause to be served, by hardcopy mail or by electronic mail, the Combined Notice containing all of the materials in the Solicitation Package (excluding the Ballot) in electronic format on the U.S. Trustee and all parties entitled to receive notice under Bankruptcy Rule 2002.

For purposes of serving the Solicitation Packages and Notice of Non-Voting Status Packages (defined below), the Debtors may rely on the address information for the Voting Classes and Non-Voting Classes as compiled, updated, and maintained by the Claims and Noticing Agent as of the Voting Record Date. The Debtors and the Claims and Noticing Agent are not required to conduct any additional research for updated addresses based on undeliverable Solicitation Packages (including Ballots) or Notice of Non-Voting Status Packages.

To avoid duplication and reduce expenses, the Debtors will make every reasonable effort to ensure that any Holder of a Claim who has filed duplicative Claims against a Debtor (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class as against that Debtor.

3. Resolution of Disputed Claims for Voting Purposes; Resolution Event.

- (a) If a Claim in a Voting Class is subject to an objection that is filed with the Court on or prior to seven (7) days before the Voting Deadline: (i) the Debtors shall cause the applicable Holder to be served with a notice of such objection; and (ii) the applicable Holder shall not be entitled to vote to accept or reject the Plan on account of such Claim unless a Resolution Event (as defined herein) occurs as provided herein.
- (b) If a Claim in the Voting Class is subject to an objection that is filed with the Court less than seven (7) days prior to the Voting Deadline, the applicable Claim shall be deemed temporarily allowed for voting purposes only, without further action by the Holder of such Claim and without further order of the Court, unless the Court orders otherwise.
- (c) A “**Resolution Event**” means the occurrence of one or more of the following events no later than two (2) Business Days prior to the Voting Deadline:
 - i. an order of the Court allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;
 - ii. an order of the Court temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
 - iii. a stipulation or other agreement is executed between the Holder of such Claim and the Debtors resolving the objection and allowing such Claim, which allowance may be for voting purposes only, in an agreed-upon amount and such agreement (or notice of such agreement) is conveyed by the Debtors to the Claims and Noticing Agent by electronic mail or otherwise; or
 - iv. the pending objection is voluntarily withdrawn by the objecting party.
- (d) No later than one (1) Business Day following the occurrence of a Resolution Event, the Debtors shall cause the Claims and Noticing Agent to distribute via email or overnight mail a Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant Holder to the extent such Holder has not already received a Solicitation Package.

4. Non-Voting Status Packages for Unimpaired Classes and Classes Deemed to Accept the Plan.

Certain Holders of Claims and Interests that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy

Code (the “**Non-Voting Classes**”) will receive only the Combined Notice and a Notice of Non-Voting Status, including the Opt-Out Form (the “**Notice of Non-Voting Status Package**”), substantially in the form attached as **Exhibit 5** to the Solicitation Order. Among other things, the Notice of Non-Voting Status Package will instruct the Non-Voting Classes as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots) and will inform such Holders of the Voting Deadline with respect to the Opt-Out Form.

D. Voting and Tabulation Procedures.

1. Holders of Claims Entitled to Vote.

Only the following Holders of Claims in the Voting Classes, Holders of Claims in Classes 1, 2, 3, 4, 5, and 8 shall be entitled to vote with regard to such Claims.

2. Establishing Claim Amounts for Voting Purposes.

In tabulating votes, the following hierarchy shall be used to determine the amount of the Claim associated with each claimant’s vote:

- (a) the Claim amount: (i) settled and/or agreed upon by the Debtors, as reflected in a document filed with the Court, (ii) set forth in an order of the Court, or (iii) set forth in a document executed by the Debtors pursuant to authority granted by the Court;
- (b) the Claim amount Allowed (temporarily or otherwise) pursuant to a Resolution Event under the procedures set forth in the Solicitation Procedures;
- (c) the Claim amount contained in a timely filed Proof of Claim; *provided, however*, that Ballots cast by Holders of Claims who file a Proof of Claim in a contingent or wholly-unliquidated or unknown amount that is not the subject of an objection will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as Ballots for Claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and, if a Proof of Claim is filed as partially liquidated and partially unliquidated, such Claim will be Allowed for voting purposes only in the liquidated amount; *provided, further*, that to the extent the Claim amount contained in the Proof of Claim is different from the Claim amount set forth in a document filed with the Court as referenced in subparagraph (a) above, the Claim amount in the document filed with the Court shall supersede the Claim amount set forth on the respective Proof of Claim;
- (d) the Claim amount listed in the Debtors’ Schedules of Assets and Liabilities, *provided* that such Claim is not scheduled as contingent, disputed, or unliquidated and/or has not been paid; ~~*provided, further, a*~~

~~Claim listed in the Schedules as contingent, disputed, or unliquidated shall be allowed to vote only in the amount of \$1.00; and~~

- (e) in the absence of any of the foregoing, such Claim shall be disallowed for voting purposes unless otherwise ordered by the Court.

3. Voting and Tabulation Procedures.

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Proponents' right to waive any of the below-specified requirements for completion and submission of Ballots so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Local Rules:

- (a) except as otherwise provided in the Solicitation Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline (as the same may be extended by the Proponents), the votes or elections transmitted in such Ballot may be counted only the discretion of the Proponents in connection with confirmation of the Plan;
- (b) the Debtors will file with the Court no later than two (2) days prior to the Combined Hearing, a voting report (the "**Voting Report**"). The Voting Report shall, among other things, delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or lacking necessary information, received via facsimile or damaged ("**Irregular Ballots**"). The Voting Report shall indicate the Debtors' intentions with regard to each Irregular Ballot;
- (c) the method of delivery of Ballots to be sent to the Claims and Noticing Agent is at the election and risk of each Holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Claims and Noticing Agent actually receives the properly executed Ballot;
- (d) an executed Ballot is required to be submitted by the Entity submitting such Ballot. Delivery of a Ballot to the Claims and Noticing Agent by facsimile, electronic email, or any electronic means other than the Notice and Claim Agent's online portal will not be valid;
- (e) no Ballot should be sent to the Debtors, the Debtors' agents (other than the Claims and Noticing Agent), or to the Debtors' financial or legal advisors, and if so sent, will not be counted;
- (f) if multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior received Ballot;

- (g) Holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. A Ballot that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims within the same Class, the applicable Debtor may, in its discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes;
- (h) Holders of Claims and Interests that may be asserted against multiple Debtors must vote such Claims and Interests either to accept or reject the Plan at each such Debtor and may not vote any such Claim and Interests to accept at one Debtor and reject at another Debtor. A Ballot that rejects the Plan for a Claim or Interest at one Debtor and accepts the Plan for the same Claim or Interest at another Debtor will not be counted;
- (i) a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a Holder of Claims must indicate such capacity when signing and if requested by the Claims and Noticing Agent, the Debtors or the Court, must submit proper evidence of its authority to act;
- (j) the Proponents, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report or a supplemental voting report, as applicable;
- (k) neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;
- (l) unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline, or such Ballots will not be counted;
- (m) in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected;
- (n) subject to any order of the Court, the Proponents reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Proponents would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; **provided** that any such

rejections will be documented in the Voting Report and subject to final determination by the Court;

- (o) if a Claim has been estimated or a Claim has otherwise been Allowed only for voting purposes by order of the Court, such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- (p) if an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein;
- (q) the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of such Claim; (ii) any Ballot cast by any Entity that does not hold a Claim in the Voting Class; (iii) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed by the Voting Record Date (unless the applicable bar date has not yet passed, in which case such Claim shall be entitled to vote in the amount of \$1.00); (iv) any unsigned Ballot or Ballot lacking an original signature (for the avoidance of doubt, a Ballot cast via the online balloting portal will be deemed to contain an original signature); (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein;
- (r) after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Proponents or an order of the Court;
- (s) the Debtors are authorized to enter into stipulations with the Holder of any Claim agreeing to the amount of a Claim for voting purposes;
- (t) where any portion of a single Claim has been transferred to a transferee, all Holders of any portion of such single Claim will be (i) treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code (and for the other Solicitation Procedures set forth herein), and (ii) required to vote every portion of such Claim collectively to accept or reject the Plan. In the event that (i) a Ballot, (ii) a group of Ballots within a Voting Class received from a single creditor, or (iii) a group of Ballots received from the various Holders of multiple portions of a single Claim partially reject and partially accept the Plan, such Ballots shall not be counted;
- (u) for purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor in a particular Class will be aggregated and treated as if such creditor held one Claim in

such Class, and all votes related to such Claim will be treated as a single vote to accept or reject the Plan; **provided** that if separate affiliated entities hold Claims in a particular Class, these Claims will not be aggregated and will not be treated as if such creditor held one Claim in such Class, and the vote of each affiliated entity will be counted separately as a vote to accept or reject the Plan;

- (v) to the extent a Holder of a Claim files a Proof of Claim during the solicitation period that amends or supersedes a Claim for which a Solicitation Package was previously distributed to the same Holder, the Debtors are not obligated to cause the Notice and Claims Agent to distribute an additional Solicitation Package to such Holder;
- (w) That the Claim amount contained in a Proof of Claim that has been timely filed by the applicable Bar Date (or deemed timely filed by the Bankruptcy Court under applicable law) that is asserted in currency other than U.S. Dollars shall be automatically deemed converted to the equivalent U.S. Dollar value using the conversion rate for the applicable currency at prevailing market prices as of 11:59 p.m. UTC on the Petition Date. Such conversion shall be for voting tabulation purposes only and shall not be binding for any other purpose on the Debtors, including, without limitation, for purposes of allowance of, and distribution with respect to, Claims under the Plan;
- (x) That Holders of Claims for which Proofs of Claim were filed for \$0.00 or for which no value is asserted are not entitled to vote;
- (y) That Claims that have been paid, scheduled to be paid in the ordinary course, or otherwise satisfied are disallowed for voting purposes;
- (z) That to the extent a Proof of Claim is filed that is based solely on a Holder's equity Interests or the losses related thereto, such Holder will be classified as a Class 10 or 11 Holder and such Claim will be treated in accordance with Class 10 or 11 and not entitled to vote; and
- (aa) That notwithstanding anything to the contrary contained herein, any Holder who has filed or purchased duplicate Claims within the same Voting Class, or that has filed Claims against multiple Debtors based upon the same underlying liability (including, for the avoidance of doubt, any duplicate of corresponding guarantee, co-obligor, or similar Claims), shall, to the extent possible, be provided with only one Solicitation Package (including one Ballot) for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims.

E. Amendments by the Proponents.

The Proponents reserve the right to make non-substantive or immaterial changes to the Disclosure Statement, Plan, Ballots, Combined Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, if any, and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package before their distribution.

Summary report: Litera Compare for Word 11.7.0.54 Document comparison done on 10/13/2025 12:54:05 PM	
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Intelligent Table Comparison: Active	
Original DMS: nd://4923-8407-1749/10/HGE - Ex. 1 to Proposed Order to DS Motion - Solicitation Procedures.docx	
Modified DMS: nd://4923-8407-1749/12/HGE - Ex. 1 to Proposed Order to DS Motion - Solicitation Procedures.docx	
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