

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](mailto:honeil@foley.com)  
[tscannell@foley.com](mailto: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](mailto: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](mailto:nora.mcguffey@foley.com)  
[qtruong@foley.com](mailto: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> , <sup>1</sup>	§	Case No.: 25-80121-11 (MVL)
	§	
Debtors.	§	(Jointly Administered)

---

**NOTICE OF FILING OF SECOND AMENDED PLAN SUPPLEMENT**

---

**PLEASE TAKE NOTICE** that on October 13, 2025, Higher Ground Education, Inc. together with its affiliated Debtors, as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (collectively, the “**Chapter 11 Cases**”) and the Official Committee of Unsecured Creditors (the “**Committee**”) filed the *Second Amended Joint Plan of Reorganization of Higher Ground Education, Inc., Its Affiliated Debtors, and the Official Committee of Unsecured Creditors* [Docket No. 549].

**PLEASE TAKE FURTHER NOTICE** that on October 13, 2025, the Debtors and the Committee filed the *Second Amended Disclosure Statement for the Second Amended Joint Plan of Reorganization of Higher Ground Education, Inc., Its Affiliated Debtors, and the Official*

---

<sup>1</sup> 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.

*Committee of Unsecured Creditors* [Docket No. 551] (the “**Disclosure Statement**”) pursuant to sections 1125 and 1126(b) of title 11 of the United States Code.

**PLEASE TAKE FURTHER NOTICE** that on October 15, 2025, the United States Bankruptcy Court for the Northern District of Texas (the “**Court**”), entered an order [Docket No. 568] (the “**Disclosure Statement Order**”), which, *inter alia*, (a) conditionally approved the Disclosure Statement, (b) approved the forms of ballots and notices related to confirmation of the Plan, (c) scheduled dates and deadlines related to confirmation of the Plan, and (d) granted related relief.<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE** that, in accordance with the terms of the Plan and the Disclosure Statement Order, on November 14, 2025, the Debtors filed the *Notice of Filing of Initial Plan Supplement* [Docket No. 631] (the “**Original Plan Supplement**”) and the exhibits attached thereto, regarding the Plan Supplement contemplated under the Plan.

**PLEASE TAKE FURTHER NOTICE** that, in accordance with the terms of the Plan and the Disclosure Statement Order, on November 10, 2025, the Debtors filed the *Notice of Filing of Amended Plan Supplement* [Docket No. 634] (the “**Amended Plan Supplement**,” and with the Original Plan Supplement, the “**Plan Supplements**”) and the exhibits attached thereto, regarding the Plan Supplement contemplated under the Plan.

**PLEASE TAKE FURTHER NOTICE** that on November 20, 2025, the Debtors and the Committee filed the *Modified Second Amended Joint Plan of Reorganization of Higher Ground Education, Inc., Its Affiliated Debtors, and the Official Committee of Unsecured Creditors* [Docket No. 649] (as may be modified, amended, or supplemented from time to time, the “**Plan**”).

**PLEASE TAKE FURTHER NOTICE** that, in accordance with the terms of the Plan and the Disclosure Statement Order, the Debtors hereby file this notice, and the exhibits attached hereto, regarding the Plan Supplement contemplated under the Plan (the “**Second Amended Plan Supplement**”). For the avoidance of doubt, the Second Amended Plan Supplement relates solely to **Exhibit H** of the Plan Supplements, which shall amend and supersede **Exhibit H** attached to the Plan Supplements in all respects.

**PLEASE TAKE FURTHER NOTICE** that in accordance with the terms of the Plan and the Disclosure Statement Order, the Debtors hereby file this notice, and the exhibits attached hereto, of the Plan Supplement contemplated under the Plan.

---

<sup>2</sup> Capitalized terms used but not otherwise defined herein or in the Plan Supplement Exhibits shall have the same meanings as set forth in the Plan or the Disclosure Statement, as applicable. The Plan provisions referenced herein are for summary purposes only and do not include all provisions of the Plan that may affect your rights. If there is any inconsistency between the provisions set forth herein and the Plan, the Plan governs.

**PLEASE TAKE FURTHER NOTICE** attached to the Plan Supplement as **Exhibits A** through **K** are the following documents:

- Exhibit A: Reorganized HGE Corporate Documents and Proposed Directors and Officers of Reorganized HGE and HGE Subsidiaries**
- Exhibit B: Cancelled Equity Interests**
- Exhibit C: Schedule of Designated EB-5 Entities**
- Exhibit D: Schedule of Retained Causes of Action**
- Exhibit E: Liquidating Trust Agreement and Identity of Liquidating Trustee**
- Exhibit F: Schedule of Transferred Executory Contracts and Unexpired Leases**
- Exhibit G: Schedule of Reorganized HGE Contracts and Leases**
- Exhibit H: Schedule of Reorganized HGE Assets**
- Exhibit I: Reorganized HGE Subsidiaries**
- Exhibit J: Identity and Compensation of Insiders Employed or Retained by Reorganized HGE**
- Exhibit K: Election of Subscription Option**

**PLEASE TAKE FURTHER NOTICE** that certain documents, or portions thereof, contained in the Plan Supplement remain subject to ongoing review, revision, and further negotiation among the Debtors, the Committee, and interested parties with respect thereto. The Debtors and the Committee reserve the right to alter, amend, modify, or supplement any document contained in this Plan Supplement in accordance with the Plan (including any consent rights contained therein), at any time before the Effective Date or any other such date as may be provided for by the Plan or by order of the Court; *provided* that if any document in this Plan Supplement is altered, amended, modified, or supplemented in any material respect prior to the date of the Confirmation Hearing (as defined below), the Debtors will file a blackline of such document with the Court.

**PLEASE TAKE FURTHER NOTICE** that the documents contained in the Plan Supplement are integral to, part of, and incorporated by reference into the Plan. The Plan Supplement documents have not yet been approved by the Court. If the Plan is confirmed, the documents contained in the Plan Supplement will be approved by the Court pursuant to the Confirmation Order.

**PLEASE TAKE FURTHER NOTICE** that the Court has established **November 17, 2025 at 5:00 p.m.**, prevailing Central Time as the deadline to object to final approval of the Disclosure Statement or confirmation of the Plan.

**PLEASE TAKE FURTHER NOTICE** that a hearing (the “**Combined Hearing**”) to consider final approval of the Disclosure Statement, confirmation of the Plan, any objections thereto, and any other matter(s) that may properly come before the Court, will be held before the Honorable Michelle V. Larson, United States Bankruptcy Judge in the United States Bankruptcy Court for the Northern District of Texas located at Earle Cabell Federal Building, 1100 Commerce Street, 14th Floor, Courtroom 2, Dallas, Texas 75242 on **November 24, 2025 at 1:30 p.m., prevailing Central Time**. The Combined Hearing may be continued from time to time by the Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Court and served on parties entitled to notice.

**PLEASE TAKE FURTHER NOTICE** that copies of the Disclosure Statement, Plan, Plan Supplement (including any amendments thereto), and all other pleadings filed in the Chapter 11 Cases may be obtained free of charge on the Debtors’ case information website maintained by the Debtors’ claims and noticing agent, Kurtzman Carson Consultants, LLC dba Verita Global (“**Verita**”), located at [www.veritaglobal.net/HigherGround](http://www.veritaglobal.net/HigherGround). You can also request any pleading you need from (i) the noticing agent at: HigherGroundInfo@veritaglobal.com, (888) 733-1431 (U.S./Canada) (toll-free), +1 (310) 751-2632 (International), or (ii) counsel to the Debtors at: Foley & Lardner LLP, 1144 15th Street, Suite 2200, Denver, CO 80202, Attn: Tim Mohan (tmohan@foley.com), or Foley & Lardner LLP, 1000 Louisiana Street, Suite 2000, Houston, Texas 77002, Attn: Nora McGuffey (nora.mcguffey@foley.com) and Quynh-Nhu Truong ([qtruong@foley.com](mailto:qtruong@foley.com)). You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: [http:// https://ecf.txnb.uscourts.gov](http://ecf.txnb.uscourts.gov). Please be advised that Verita is authorized to answer questions and provide additional copies of solicitation materials but may not advise you as to whether you should object to the Plan.

DATED: November 21, 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](mailto:honeil@foley.com)

[tscannell@foley.com](mailto: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

Facsimile: (720) 437-2200

[tmohan@foley.com](mailto: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](mailto:nora.mcguffey@foley.com)  
[qtruong@foley.com](mailto:qtruong@foley.com)

**COUNSEL TO DEBTORS  
AND DEBTORS IN POSSESSION**

**CERTIFICATE OF SERVICE**

I hereby certify that on November 21, 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**

**Reorganized HGE Corporate Documents**

[Filed at Docket No. 634]

**Exhibit B**

**Cancelled Equity Interests**

[Filed at Docket No. 631]



**Exhibit C**

**Schedule of Designated EB-5 Entities**

[Filed at Docket No. 631]

**Exhibit D**

**Schedule of Debtors' Retained Causes of Action**

[Filed at Docket No. 634]

**Exhibit E**

**Liquidating Trust Agreement**

[Filed at Docket No. 631]

**Exhibit F**

**Schedule of Transferred Executory Contracts and Unexpired Leases**

[Filed at Docket No. 634]

**Exhibit G**

**Schedule of Reorganized HGE Contracts and Leases**

[Filed at Docket No. 631]

**Exhibit I**

**Reorganized HGE Subsidiaries**

[Filed at Docket No. 631]

**Exhibit J**

**Identity and Compensation of Insiders Employed or Retained by Reorganized HGE**

[Filed at Docket No. 631]

**Exhibit K**

**Election of Subscription Option**

[Filed at Docket No. 631]



## **Exhibit H**

### **Schedule of Reorganized HGE Assets**

Article 1.1.123 of the Plan defines “Reorganized HGE Assets” as:

[A]ll property of the Debtors’ Estates, including without limitation, all (a) School Assets, (b) Guidepost Global Assets, (c) Reorganized HGE Contracts or Leases, (d) PassThrough Assets, (e) Subsidiary Equity Interests in the Reorganized HGE Subsidiaries, (f) corporate documentation and corporate records, (g) all Causes of Action that are not Debtors’ Retained Causes of Action, and (h) property identified on the Schedule of Reorganized HGE Assets. For the avoidance of doubt, the Liquidating Trust Assets are not included in the definition of “Reorganized HGE Assets.”

Further, Article 4.11 of the Plan provides:

Vesting of Reorganized HGE Assets and Operation of Businesses into Reorganized HGE. On the Effective Date, except as otherwise expressly provided in the Plan or Confirmation Order, the Reorganized HGE Assets shall vest or re-vest in Reorganized HGE, in each instance free and clear of all Liens, Claims, interests, and encumbrances of any kind. The Reorganized HGE Subsidiaries that are not Designated EB-5 Entities shall be retained by Reorganized HGE. To the extent not prohibited by applicable non-bankruptcy law, all licenses, permits, certificates of occupancy, and similar rights and privileges in the name of any of the Reorganized HGE Subsidiaries that are required by any federal, state, or local governmental agency in order for Reorganized HGE to conduct education-related operations at the locations operated by Reorganized HGE prior to the Effective Date shall be deemed assumed by the Debtors without further action on the Effective Date pursuant to the Confirmation Order.

Neither the issuance of Reorganized HGE Common Stock nor any transfer of Property through the Plan shall result in Reorganized HGE, or any of its subsidiaries or affiliates, (a) having any liability or responsibility for any Claim against or Interest in the Debtors, the Debtors’ Estates, or any Insider of the Debtors, or (b) having any liability or responsibility to the Debtors, except as expressly provided in the Plan. Without limiting the effect or scope of the foregoing, and to the fullest extent permitted by applicable laws, neither the issuance of Reorganized HGE Common Stock nor the transfer of assets contemplated in the Plan shall subject Reorganized HGE or its properties, subsidiaries, assets, affiliates, successors, or assigns to any liability for Claims against the Debtors’ interests in such assets by reason of such issuance of Reorganized HGE Common Stock or transfer of assets under any applicable laws, including, without limitation, any successor liability, except as expressly provided in the Plan.

On the Effective Date, except as otherwise provided in the Plan, Reorganized HGE may operate its business and may use, acquire, or dispose of any and all of its property, without supervision of or approval by the Bankruptcy Court and free of any restrictions of the Bankruptcy Code or Bankruptcy Rules, except as expressly provided in the Plan.

In addition to the language set forth in the Plan, the Reorganized HGE Assets includes, without limitation, the following assets:

- 1) Cash being held in escrow or on deposit by Corpay, Inc. and its Related Parties that is property of the Debtors, including any Causes of Actions related thereto.
- 2) Recoveries of collateral and other Debtors' Assets resulting from any potential settlement of that litigation identified as Case No. CV0002049 in the Superior Court of the State of California, County of Marin, including any Causes of Actions related to the recovery of such Debtors' assets.
- 3) Any Cash proceeds from the sale of any of the Debtors' assets.
- 4) Claims Related to Taxing Authorities - Unless otherwise specifically and expressly released under the Plan, any and all tax-related claims or rights of the Debtors or Reorganized Debtors, including, without limitation, claims and Causes of Action relating to tax credits, refunds, overpayments, offsets, or other tax attributes of the Debtors or Reorganized Debtors are expressly retained and shall vest in the Reorganized Debtors. This includes any such claims to which any Debtor or Reorganized Debtor is a party, or pursuant to which any Debtor or Reorganized Debtor has any rights whatsoever, including, without limitation, Claims and Causes of Action against or related to all Entities that owe (or that may in the future owe) money related to tax credits, refunds, overpayments, offsets, or other tax attributes of the Debtors or Reorganized Debtors, regardless of whether such Entity is specifically identified in the Plan, the Plan Supplement, or any amendments thereto.
- 5) All Claims and Causes of Action related to Reorganized HGE Common Stock and Reorganized HGE's use and ownership of each other Reorganized HGE Asset, including Claims and Causes of Action related to prepetition foreclosures/reposessions/returns, sales of schools/entities, intercompany claims, taxes, and payments of insurance premiums (collectively, the "**Reserved Categories**"); *provided, however*, that Reorganized HGE and the Liquidating Trustee shall consult in good faith to resolve any dispute as to whether any Claim and Cause of Action is a Reorganized HGE Asset or a Liquidating Trust Asset. Nothing herein shall prevent the Liquidating Trust from asserting Claims and Causes of Action against Non-Released D&Os with respect to the Reserved Categories, *provided, however*, that in no event shall the Liquidating Trust

be permitted to seek to undo, avoid, rescind, or modify the prepetition foreclosures/repossession/returns, sales of schools/entities, intercompany claims, taxes, and payments of insurance premiums. For the avoidance of doubt, only Reorganized HGE may be entitled to assert that a Claim and/or Cause of Action relates to Reorganized HGE Common Stock or a Reorganized HGE Asset and no other Person will have authority or standing to assert such a defense on behalf of Reorganized HGE.

- 6) Unless otherwise expressly waived, relinquished, exculpated, released, compromised, or settled in the Plan or by a Bankruptcy Court order, and except as otherwise provided for in the Plan, the Debtors expressly reserve all Claims and Causes of Action based in and/or related to all security deposits, adequate assurance payments, retainers, any other type of deposits, prepayments, and other similar payments, and/or postings of money or other collateral, including all those described in the Schedules.

For the avoidance of doubt, the following assets of the Debtors are not considered Reorganized HGE Assets and will not vest into Reorganized HGE or the Reorganized HGE Subsidiaries:

- 1) All furniture, equipment and other tangible assets located in PODS containers.
- 2) All direct or indirect international subsidiaries of Higher Ground Education, Inc.