

Holland N. O’Neil (TX 14864700)  
Thomas C. Scannell (TX 24070559)  
**FOLEY & LARDNER LLP**  
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**FOLEY & LARDNER LLP**  
1144 15th Street, Suite 2200  
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Nora J. McGuffey (TX 24121000)  
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1000 Louisiana Street, Suite 2000  
Houston, TX 77002  
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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**

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

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**SUPPLEMENT TO THE SECOND INTERIM AND FINAL APPLICATION  
OF FOLEY & LARDNER LLP FOR ALLOWANCE AND PAYMENT OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED AS COUNSEL TO THE DEBTORS**

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Foley & Lardner LLP (“**Foley**”), as counsel for 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**”) hereby submits this Supplement (the “**Supplement**”) to the *Second Interim and Final Application of Foley & Lardner LLP for Allowance and Payment Compensation and Reimbursement of Expenses Incurred as Counsel to*

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<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.



*the Debtors for the Period from June 17, 2025, through December 16, 2025* [Docket No. 735]  
(the “**Final Fee Application**”),<sup>2</sup> and in support of thereof, respectfully represents as follows:

**I.**  
**SUMMARY OF REQUEST**

1. On January 23, 2026, Foley filed the Final Fee Application. The Final Fee Application requested an order of the Bankruptcy Court allowing and authorizing, on a final basis:

- a. 100% of the professional fees rendered by Foley on behalf of the Debtor during the Final Period, in the amount of \$1,145,493.50; and
- b. 100% of the expenses incurred by Foley on behalf of the Debtor during the Final Period, in the amount of \$121,904.75.

The Final Fee Application accounted for fees and expenses incurred by Foley through December 16, 2025. Since the filing of the Final Fee Application, during the period of December 17, 2025 through January 31, 2026 (the “**Supplement Period**”), Foley incurred additional professional fees in conjunction with, among other things, the preparation of the Final Fee Application, communications with creditors and parties in interests with respect to the Plan, and pursuit of the recovery of assets held by third parties for the benefit of the Debtors’ constituents to effectuate the terms of the Plan. A summary of the fees and expenses sought for approval in the Final Fee Application as well as those requested for the Supplement Period are provided in the table below:

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<sup>2</sup> Any capitalized terms not defined herein shall have the meaning ascribed to them in the Final Fee Application.

Application/Request	Time Period	Fees	Expenses	Total Compensation
Final Fee Application	June 17, 2025 – December 16, 2025	\$1,151,047.15	\$121,904.75	\$1,272,951.90
Fee Supplement	December 17, 2025 – January 31, 2026	\$14,946.10	\$500.00	\$15,446.10
		\$1,165,993.25	\$122,404.75	\$1,288,398.00
<b>Subtotal</b>				<b>\$1,288,398.00</b>
<b>Less Estimated Fees Requested in Final Fee Application</b>				<b>(\$25,000.00)<sup>3</sup></b>
<b>REVISED TOTAL</b>				<b>\$1,263,398.00</b>

2. This Fee Supplement has been prepared in accordance with the U.S. Trustee Guidelines and the Administrative Order. Pursuant to the U.S. Trustee Guidelines, a certification of Holland N. O’Neil (the “**O’Neil Declaration**”) regarding compliance with the same is attached hereto as **Exhibit A**.

3. Attached hereto as **Exhibit B** is a schedule setting forth all Foley professionals and paraprofessionals who performed services during the Supplement Period, the capacities in which such individuals are employed by Foley, the hourly billing rates of such individuals, and the aggregate number of hours expended and fees billed by such individuals.

4. Attached hereto as **Exhibit C** is a summary of Foley’s time billed during the Supplement Period, broken down by project categories.

5. Attached hereto as **Exhibit D** is a summary of Foley’s expenses incurred during Supplement Period, broken down by expense category.

6. Attached hereto as **Exhibit E** are Foley’s invoices for the Supplement Period, which contain daily time logs describing the time spent by each attorney and paraprofessional during the Supplement Period.

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<sup>3</sup> As this Fee Supplement includes the actual amount of fees incurred in preparing the Final Fee Application, this estimate is deducted to avoid duplication.

WHEREFORE, Foley respectfully requests that the Court enter the revised proposed order to the Final Fee Application, in substantially the same form as **Exhibit F** attached hereto: (i) awarding final compensation of **\$1,140,993.25** in fees for services rendered on behalf of the Debtor; and (ii) awarding **\$122,404.75** for expenses incurred by Foley, for a total allowance of fees and expenses of **\$1,263,398.00**; (iii) authorizing the Debtor to draw down its retainer and, if any residual remains, transfer the remaining balance to the Liquidating Trust following entry of an order approving the Final Fee Application, as supplemented by this Fee Supplement; and (iv) granting Foley such other and further relief as may be just and proper.

*[Remainder of Page Intentionally Left Blank]*

DATED: February 12, 2026

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  
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honeil@foley.com  
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-and-

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-and-

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[qtruong@foley.com](mailto:qtruong@foley.com)

**COUNSEL TO DEBTORS  
AND DEBTORS IN POSSESSION**

**CERTIFICATE OF SERVICE**

I hereby certify that on February 12, 2026, 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**

**O'Neil Declaration**

Holland N. O’Neil (TX 14864700)  
Thomas C. Scannell (TX 24070559)  
**FOLEY & LARDNER LLP**  
2021 McKinney Avenue, Suite 1600  
Dallas, TX 75201  
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[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**

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

---

**DECLARATION OF HOLLAND N. O’NEIL IN SUPPORT OF  
THE SUPPLEMENT TO THE SECOND INTERIM AND FINAL  
APPLICATION OF FOLEY & LARDNER LLP FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED AS COUNSEL TO THE DEBTORS**

---

Holland N. O’Neil, Esq., a partner of Foley & Lardner LLP, makes this Declaration under 28 U.S.C. § 1746 and states:

1. I am a partner at Foley & Lardner LLP (“**Foley**”),<sup>2</sup> which maintains offices for the practice of law at 2021 McKinney Avenue, Suite 1600, Dallas, Texas 75201, among other locations. I

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<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.

<sup>2</sup> Foley is organized as a limited liability partnership in the state of Wisconsin.

am an attorney-at-law, duly admitted and in good standing to practice in the States of Texas and Arizona, the United States Bankruptcy Court for the Southern, Northern, Eastern, and Western Districts of Texas, and the United States District Court for the District of Arizona. There are no disciplinary proceedings pending against me.

2. Foley hereby submits this *Supplement to the Second Interim and Final Application of Foley & Lardner LLP for Allowance and Payment Compensation and Reimbursement of Expenses Incurred as Counsel to the Debtors* (the “**Fee Supplement**”) in compliance with the *Appendix B– Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases* (the “**UST Guidelines**”).

3. I am the professional designated by Foley with the responsibility for Foley’s compliance with the UST Guidelines. This certification is made in respect of Foley’s Fee Supplement for final allowance of compensation for supplemental professional services as counsel for Higher Ground Education, Inc. (“**HGE**”) and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”), for the period of December 17, 2025 through January 31, 2026 (the “**Supplement Period**”) in accordance with the UST Guidelines.

4. I have read the foregoing Fee Supplement of Foley. To the best of my knowledge, information, and belief, the statements contained in the Fee Supplement are true and correct. In addition, I believe that the Fee Supplement complies with the Procedures for Complex Cases in the Northern District of Texas and Local Rule 2016-1.

5. In connection therewith, I hereby certify that:

- a. to the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Fee Supplement are permissible under the relevant rules, court orders, the UST Guidelines, and Bankruptcy Code provisions, except as specifically set forth herein;
- b. except to the extent disclosed in the Fee Supplement, the fees sought in the Fee Supplement are billed at rates customarily employed by Foley and generally accepted by Foley’s clients;

- c. in providing a reimbursable expense, Foley does not make a profit on that expense, whether the service is performed by Foley in-house or through a third party;
- d. no agreement or understanding exists between Foley and any other person for the sharing of compensation to be received in connection with the above case except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Bankruptcy Local Rules; and
- e. all services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

I certify under penalty of perjury under the laws of the United States that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Executed at Dallas, Texas on this 12<sup>th</sup> day of February, 2026.

/s/ Holland N. O'Neil  
Holland N. O'Neil

**EXHIBIT B**

**SUMMARY OF TIMEKEEPERS  
(Supplement Period)**

<b>Timekeeper Name</b>	<b>Position</b>	<b>Practice Area</b>	<b>Date of First Admission</b>	<b>Hourly Rate</b>	<b>Hours Billed</b>	<b>Fees Billed</b>
O'Neil, Holland N. (HNO)	Partner	Bankruptcy	1987	\$1,125	1.70	\$1,912.50
Mohan, Timothy C. (TCM)	Senior Counsel	Bankruptcy	2013	\$801	8.20	\$6,568.20
Geng, Casey Y. (CYGN)	Associate	Litigation	2024	\$550	0.50	\$275.00
McGuffey, Nora (NMCG)	Associate	Bankruptcy	2020	\$700	1.20	\$840.00
Harrison, Janelle C. (JCH)	Paralegal	Bankruptcy	N/A	\$304	17.60	\$5,350.40
<b>Grand Total:</b>					<b>29.20</b>	<b>\$14,946.10</b>

**EXHIBIT C**

**SUMMARY OF COMPENSATION REQUESTED BY PROJECT CATEGORY  
(Supplement Period)**

<b>Task Code/Description</b>	<b>Hours Billed</b>	<b>Fees Billed</b>
B110 – Case Administration	1.30	\$850.00
B140 – Relief from Stay/Adequate Protection Proceedings	0.30	\$195.00
B150 – Meetings of and Communications with Creditors	0.20	\$60.80
B160 – Fee/Employment Applications	22.60	\$10,005.60
B190 – Other Contested Matters, excluding assumption/rejection	0.10	\$70.00
B320 – Plan and Disclosure Statement	4.70	\$3,764.70
<b>TOTALS</b>	<b>29.20</b>	<b>\$14,946.10</b>

**EXHIBIT D**

**SUMMARY OF EXPENSE REIMBURSEMENT  
(Supplement Period)**

<b>Category</b>	<b>Amount</b>
LSS – eDiscovery Services	\$500.00
<b>TOTAL</b>	<b>\$500.00</b>

**EXHIBIT E**

**FOLEY INVOICES FOR THE SUPPLEMENT PERIOD**



FOLEY & LARDNER LLP  
2021 MCKINNEY AVENUE  
SUITE 1600  
DALLAS, TEXAS 75201  
TELEPHONE (214) 999-3000  
FACSIMILE (214) 999-4667  
WWW.FOLEY.COM

Higher Ground Education, Inc.  
10 Orchard Rd  
Lake Forest 92630

Date: January 13, 2026  
Invoice No.: 51223630  
Our Ref. No.: 142872

**In view of our fiscal year end, it would be appreciated if you could remit payment by January 30, 2026.**

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**Remittance Advice**

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**Post-Effective Date**

**Current Invoice:**

01/13/26 - 51223630	\$2,670.00
<b>Total Amount Due:</b>	<b>\$2,670.00</b>

Please mail check payments to:

**Foley & Lardner LLP  
P.O. Box 78470  
Milwaukee, WI 53278-8470**

Foley & Lardner LLP's preferred payment method is ACH (CTX or CCD+ transmission) with invoice number(s) included in the addenda of the ACH.

**Foley & Lardner LLP  
U.S. Bank, NA  
777 E. Wisconsin Ave.  
Milwaukee, WI 53202  
ABA No.: 075000022  
Acct No.: 112031389  
Swift Code: USBKUS44IMT  
(foreign wires only)**

Please send electronic payment remittance advice and questions to [accountsreceivable@foley.com](mailto:accountsreceivable@foley.com).



FOLEY & LARDNER LLP  
2021 MCKINNEY AVENUE  
SUITE 1600  
DALLAS, TEXAS 75201  
TELEPHONE (214) 999-3000  
FACSIMILE (214) 999-4667  
WWW.FOLEY.COM

Higher Ground Education, Inc.  
10 Orchard Rd  
Lake Forest 92630

Date: January 13, 2026  
Our Ref. No.:142872

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## Statement of Account

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### Outstanding Invoices:

Date	Invoice No.	Amount	Credits	Balance
08/20/2025	51125941	\$230,204.30	(\$225,560.25)	\$4,644.05
09/18/2025	51145413	\$217,785.85	(\$214,381.60)	\$3,404.25
10/13/2025	51160827	\$192,429.39	(\$190,827.39)	\$1,602.00
11/13/2025	51181009	\$164,265.91	(\$161,061.91)	\$3,204.00
12/11/2025	51203400	\$194,555.30	(\$189,057.15)	\$5,498.15
01/13/2026	51223628	\$31,461.98	\$0.00	\$31,461.98
Total Balance Outstanding:				\$49,814.43

### Current Invoice:

Date	Invoice No.	Amount	Credits	Balance
01/13/2026	51223630	\$2,670.00	\$0.00	\$2,670.00
Total Amount Due:				\$52,484.43

---

Please reference all your invoice numbers with your remittance payable to  
Foley & Lardner LLP. Payment is due promptly upon receipt of  
our invoice.

Federal Employer Number:  
39-0473800



FOLEY & LARDNER LLP  
2021 MCKINNEY AVENUE  
SUITE 1600  
DALLAS, TEXAS 75201  
TELEPHONE (214) 999-3000  
FACSIMILE (214) 999-4667  
WWW.FOLEY.COM

Higher Ground Education, Inc.  
10 Orchard Rd  
Lake Forest 92630

Date: January 13, 2026  
Invoice No.: 51223630  
Our Ref. No.: 142872

---

**In view of our fiscal year end, it would be appreciated if you could remit payment by January 30, 2026.**

Services through December 17 - December 31, 2025 - Post-Effective Date

Summary of Services

Our Ref.	Description	Services	Expenses	Total
142872-0106	Ch. 11 Bankruptcy - Post Petition	\$2,170.00	\$500.00	\$2,670.00
	<b>Totals:</b>	<b>\$2,170.00</b>	<b>\$500.00</b>	<b>\$2,670.00</b>
	<b>Amount Due:</b>			<b>\$2,670.00</b>

---

Please reference your invoice number 51223630 with your remittance payable to Foley & Lardner LLP. Payment is due promptly upon receipt of our invoice.

Federal Employer Number:  
39-0473800

**Higher Ground Education, Inc.**  
Our Ref. No.:142872-0106  
Invoice No.: 51223630  
Ch. 11 Bankruptcy - Post Petition

Page 2  
Foley & Lardner LLP  
January 13, 2026

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**Professional Services Detail**

**B110 - Case Administration**

12/23/25	NMCG	Email correspondence with N. Walsh and T. Mohan regarding service of the Notice of Effective Date.	0.10
12/31/25	CYGN	Analyze CA appellate court's order to file status report with the court to determine HGE's obligations.	0.40
Task Total Hours:			0.50

**B160 - Fee/Employment Applications**

12/17/25	JCH	Prepare draft of O'Neil Declaration and proposed order for Foley Final Fee Application (.5); begin draft of Foley Second Interim and Final Fee Application (1.5).	2.00
12/18/25	JCH	Continue work on draft of Foley Second Interim and Final Fee Application.	0.50
12/19/25	JCH	Continue work on draft of Foley Second Interim and Final Fee Application.	1.20
12/29/25	JCH	Prepare certificate of no objection to Foley First Interim Fee Application (.2); email correspondence with T. Mohan and H. O'Neil regarding same (.5); revise and file certificate of no objection and proposed order (.2); upload proposed order and email copy of same to Court (.1); emails to Committee and Emerald Capital regarding payments requested for interim fee application and November 2025 monthly fee statement (.2).	1.20
Task Total Hours:			4.90

**B190 - Other Contested Matters (excluding assumption/rejecti**

12/26/25	NMCG	Review notice from CA proceeding and correspond with Foley team regarding the same.	0.10
Task Total Hours:			0.10

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**Higher Ground Education, Inc.**  
 Our Ref. No.:142872-0106  
 Invoice No.: 51223630  
 Ch. 11 Bankruptcy - Post Petition

Page 3  
 Foley & Lardner LLP  
 January 13, 2026

**B320 - Plan and Disclosure Statement including Business Plan**

12/18/25 TCM Review and analyze correspondences regarding insurance claim; correspond with S. Corwen regarding same. 0.40

Task Total Hours: 0.40

Grand Total Hours: 5.90

**Professional Services Summary**

Task Code	Task Description	Hours	Amount
B110	B110 - Case Administration	0.50	290.00
B160	B160 - Fee/Employment Applications	4.90	1,489.60
B190	B190 - Other Contested Matters (excluding assumption/rejecti	0.10	70.00
B320	B320 - Plan and Disclosure Statement including Business Plan	0.40	320.40
<b>Totals</b>		<b>5.90</b>	<b>\$2,170.00</b>

**Expenses Incurred**

Description	Amount
LSS - eDiscovery Services	\$500.00
<b>Expenses Incurred Total</b>	<b>\$500.00</b>

**Matter Total:** \$2,670.00

**Professional Services Summary**

Service Provider	Initials	Title	Hours	Rate	Amount
Casey Y. Geng	CYGN	Associate	0.40	\$550.00	\$220.00
Nora McGuffey	NMCG	Associate	0.20	\$700.00	\$140.00
Janelle C. Harrison	JCH	Paralegal	4.90	\$304.00	\$1,489.60
Timothy C. Mohan	TCM	Senior Counsel	0.40	\$801.00	\$320.40
<b>Totals</b>			<b>5.90</b>		<b>\$2,170.00</b>



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2021 MCKINNEY AVENUE  
SUITE 1600  
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TELEPHONE (214) 999-3000  
FACSIMILE (214) 999-4667  
WWW.FOLEY.COM

Higher Ground Education, Inc.  
10 Orchard Rd  
Lake Forest 92630

Date: February 11, 2026  
Invoice No.: 51237913  
Our Ref. No.: 142872

---

## Remittance Advice

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### Current Invoice:

02/11/26 - 51237913	\$12,776.10
<b>Total Amount Due:</b>	<b>\$12,776.10</b>

---

Please mail check payments to:

Foley & Lardner LLP  
P.O. Box 78470  
Milwaukee, WI 53278-8470

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Foley & Lardner LLP  
U.S. Bank, NA  
777 E. Wisconsin Ave.  
Milwaukee, WI 53202  
ABA No.: 075000022  
Acct No.: 112031389  
Swift Code: USBKUS44IMT  
(foreign wires only)



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10/13/2025	51160827	\$192,429.39	(\$190,827.39)	\$1,602.00
11/13/2025	51181009	\$164,265.91	(\$161,061.91)	\$3,204.00
12/11/2025	51203400	\$194,555.30	(\$189,057.15)	\$5,498.15
01/13/2026	51223630	\$2,170.00	\$0.00	\$2,170.00
Total Balance Outstanding:				\$20,522.45

#### Current Invoice:

Date	Invoice No.	Amount	Credits	Balance
02/11/2026	51237913	\$12,776.10	\$0.00	\$12,776.10
Total Amount Due:				\$33,298.55

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Please reference all your invoice numbers with your remittance payable to  
Foley & Lardner LLP. Payment is due promptly upon receipt of  
our invoice.

Federal Employer Number:  
39-0473800



FOLEY & LARDNER LLP  
2021 MCKINNEY AVENUE  
SUITE 1600  
DALLAS, TEXAS 75201  
TELEPHONE (214) 999-3000  
FACSIMILE (214) 999-4667  
WWW.FOLEY.COM

Higher Ground Education, Inc.  
10 Orchard Rd  
Lake Forest 92630

Date: February 11, 2026  
Invoice No.: 51237913  
Our Ref. No.: 142872

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Services through January 31, 2026

**Summary of Services**

<b>Our Ref.</b>	<b>Description</b>	<b>Services</b>	<b>Expenses</b>	<b>Total</b>
142872-0106	Ch. 11 Bankruptcy - Post Petition	\$12,776.10	\$0.00	\$12,776.10
	<b>Totals:</b>	<b>\$12,776.10</b>	<b>\$0.00</b>	<b>\$12,776.10</b>
	<b>Amount Due:</b>			<b>\$12,776.10</b>

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Please reference your invoice number 51237913 with your remittance payable to Foley & Lardner LLP. Payment is due promptly upon receipt of our invoice.

Federal Employer Number:  
39-0473800

**Higher Ground Education, Inc.**  
Our Ref. No.:142872-0106  
Invoice No.: 51237913  
Ch. 11 Bankruptcy - Post Petition

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February 11, 2026

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**Professional Services Detail**

**B110 - Case Administration**

01/05/26	NMCG	Attention to Texas Comptroller's withdrawal of proof of claim sent via mail (0.1); correspond with Verita team and LT counsel (0.1); call with Illinois tax auditor regarding outstanding termination papers (0.1); follow up email with client regarding status of termination papers (0.1).	0.40
01/07/26	NMCG	Call with former employee to discuss a notice she received from bankruptcy.	0.20
01/09/26	NMCG	Call with creditor regarding notices received from bankruptcy court in connection with her proof of claim (0.1); correspond with client regarding preparation of certain IL tax forms (0.1).	0.20
Task Total Hours:			0.80

**B140 - Relief from Stay/Adequate Protection Proceedings**

01/07/26	CYGN	Prepare and coordinate deadlines for settlement conference to ensure that the case remains stayed under the bankruptcy rules.	0.10
01/13/26	NMCG	Email correspondence regarding Watkins lift stay motion.	0.20
Task Total Hours:			0.30

**B150 - Meetings of and Communications with Creditors**

01/05/26	JCH	Return call to party regarding notice of bankruptcy filing received.	0.20
Task Total Hours:			0.20

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**Higher Ground Education, Inc.**  
Our Ref. No.:142872-0106  
Invoice No.: 51237913  
Ch. 11 Bankruptcy - Post Petition

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**B160 - Fee/Employment Applications**

01/13/26	JCH	Prepare draft of SCP First and Final Fee Application and proposed order (3.2); prepare cover letter for Foley's December 2025 monthly fee statement (.5).	3.70
01/14/26	JCH	Finalize and send cover letter for Foley's December 2025 monthly fee statement (.5); prepare spreadsheet with calculations of fees and expenses for Foley Final Fee Application (.8); work on draft of Foley Final Fee Application (2.5).	3.80
01/15/26	JCH	Continue work on Foley Final Fee Application.	1.00
01/16/26	JCH	Finalize drafts of Foley Final Fee Application, proposed order and O'Neil Declaration in support.	2.00
01/18/26	HNO	Review and comment to Foley's Final Fee application and the O'Neil Declaration.	0.80
01/21/26	JCH	Review and minor revisions to SCP Final Fee Application (.5); email correspondence with SCP team regarding same (.2).	0.70
01/22/26	HNO	Review & revise Foley Final Fee App.	0.50
01/22/26	JCH	Email correspondence with Foley team regarding Foley Final Fee Application (.2); revise Foley Final Fee Application and proposed order (.5).	0.70
01/22/26	TCM	Review and revise Foley final fee application (1.8); review precedent regarding same (0.4); correspond with Foley working group regarding same (0.1).	2.30
01/22/26	TCM	Telephone conference with SCP working group regarding final fee applications issues (0.4); correspondences with Foley working group regarding same (0.2).	0.60
01/23/26	HNO	Final review of updated Declaration and fee app for filing.	0.40
01/23/26	JCH	Finalize and file Foley Final Fee Application and SCP Final Fee Application and calendar related objection deadline.	0.60
01/27/26	TCM	Review and analyze potential fee application issues for Debtors' professionals (0.4); correspond with SCP regarding same (0.2).	0.60
		Task Total Hours:	17.70

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**Higher Ground Education, Inc.**  
 Our Ref. No.:142872-0106  
 Invoice No.: 51237913  
 Ch. 11 Bankruptcy - Post Petition

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**B320 - Plan and Disclosure Statement including Business Plan**

01/02/26	TCM	Correspondences with parties regarding release of deposit and other estate assets (0.3); review and analyze issues regarding same (0.3); correspondences with Foley working group regarding same (0.2).	0.80
01/05/26	TCM	Attend to issues regarding release of estate funds and settlement of mechanics liens (0.4); correspondences with various parties regarding same (2).	0.60
01/06/26	TCM	Correspondences with buyer party for payment of Georgetown sale proceeds (0.2); correspondences with Bond broker regarding release of bond on mechanics` lien claim (0.2).	0.40
01/16/26	TCM	Correspondences with various parties regarding release of bond collateral (0.2); review and analyze tasks needed for same (0.2).	0.40
01/16/26	TCM	Correspondences with various parties regarding post-effective date matters (0.3); review and analyze issues regarding same and excluded funds to be distributed to various parties (0.3); correspond with OCPs regarding open invoices (0.1).	0.70
01/19/26	TCM	Correspondences with various parties regarding treatment of their claims and interests under the Plan.	0.40
01/20/26	TCM	Correspondences with various parties regarding Plan treatment of claims and interests (0.1); correspond with interested parties regarding release of collateral (0.3); analyze issues to same (0.2).	0.60
01/26/26	TCM	Correspondences with parties regarding Plan treatment on their claims and interests.	0.40
Task Total Hours:			4.30
Grand Total Hours:			23.30

**Professional Services Summary**

<b>Task Code</b>	<b>Task Description</b>	<b>Hours</b>	<b>Amount</b>
B110	B110 - Case Administration	0.80	560.00
B140	B140 - Relief from Stay/Adequate Protection Proceedings	0.30	195.00
B150	B150 - Meetings of and Communications with Creditors	0.20	60.80
B160	B160 - Fee/Employment Applications	17.70	8,516.00

**Higher Ground Education, Inc.**  
 Our Ref. No.:142872-0106  
 Invoice No.: 51237913  
 Ch. 11 Bankruptcy - Post Petition

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B320	B320 - Plan and Disclosure Statement including Business Plan	4.30	3,444.30
<b>Totals</b>		<b>23.30</b>	<b>\$12,776.10</b>

**Matter Total:** \$12,776.10

**Professional Services Summary**

<b>Service Provider</b>	<b>Initials</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Casey Y. Geng	CYGN	Associate	0.10	\$550.00	\$55.00
Nora McGuffey	NMCG	Associate	1.00	\$700.00	\$700.00
Janelle C. Harrison	JCH	Paralegal	12.70	\$304.00	\$3,860.80
Holland N. O'Neil	HNO	Partner	1.70	\$1,125.00	\$1,912.50
Timothy C. Mohan	TCM	Senior Counsel	7.80	\$801.00	\$6,247.80
<b>Totals</b>			<b>23.30</b>		<b>\$12,776.10</b>

**EXHIBIT F**

**REVISED PROPOSED ORDER**

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

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In re:

Higher Ground Education, Inc., *et al.*,<sup>1</sup>

Debtor.

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§  
§  
§  
§  
§

Chapter 11

Case No.: 25-80121-11 (MVL)

(Jointly Administered)

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**ORDER GRANTING THE SECOND INTERIM AND FINAL APPLICATION  
OF FOLEY & LARDNER LLP FOR ALLOWANCE AND PAYMENT OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED  
AS COUNSEL TO THE DEBTORS FOR THE PERIOD FROM  
JUNE 17, 2025 THROUGH JANUARY 31, 2026<sup>2</sup>**

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<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.

<sup>2</sup> Incorporates the Fee Supplement (as defined below).

Upon consideration of the *Second Interim and Final Application of Foley & Lardner LLP for Allowance and Payment of Compensation and Reimbursement of Expenses Incurred as Counsel to the Debtors for the Period from June 17, 2025, through December 16, 2025* [Docket No. 735] (the “**Final Fee Application**”)<sup>3</sup> filed by Foley & Lardner LLP (“**Foley**”) as counsel to 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**”), as supplemented by the *Supplement to the Second Interim and Final Application of Foley & Lardner LLP for Allowance and Payment of Compensation and Reimbursement of Expenses Incurred as Counsel to the Debtors* (the “**Fee Supplement**”) for final allowance of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection therewith for the period commencing June 17, 2025 through and including December 16, 2025 (the “**Final Fee Period**”) and during the period from December 17, 2025 through January 31, 2026 (the “**Supplement Period**”). **IT IS HEREBY ORDERED THAT:**

1. The Final Fee Application is **GRANTED** as set forth herein.
2. Foley is granted final allowance of fees in the amount of **\$1,140,993.25** and final reimbursement of expenses incurred in the amount of **\$122,404.75** for the Final Fee Period and the Supplement Period, for total allowed compensation of **\$1,263,398.00**.
3. Foley is authorized to draw down its retainer, as full payment of the fees and expenses awarded herein and, if any residual remains, transfer the remaining balance to the Liquidating Trust.

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<sup>3</sup> Capitalized terms not defined herein shall have the meaning ascribed in the Final Fee Application.

4. 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:

/s/ Holland N. O'Neil

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Thomas C. Scannell (TX 24070559)  
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-and-

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**COUNSEL TO DEBTORS  
AND DEBTORS IN POSSESSION**