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

IN RE:	§	**Chapter 11**
	§	
HIGHER GROUND EDUCATION, INC.,[1]	§	**Case No. 25-80121-11 (MVL)**
	§	
	§	
Debtors.	§	

DUC VIET NGUYEN AND DIXIT KISHORKUMAR VORA'S RESPONSE TO LIQUIDATING TRUSTEE'S FIRST OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM (DUPLICATIVE AND AMENDED CLAIMS)

Duc Viet Nguyen and Dixit Kishorkumar Vora (together, the "***Claimants***"), hereby file this Response to the Liquidating Trustee's Omnibus Objection to Certain Proofs of Claim (Duplicative and Amended Claims) (the "***Claim Objection***"). In support of this Response, Claimants respectfully state as follows:

Jurisdiction

1. This Court has jurisdiction over this proceeding by virtue of 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b).

[1] The last four digits of the Reorganized Debtor's federal tax identification number are 7265. A complete list of each of the Reorganized Debtors whose claims are being administered in this chapter 11 case may be obtained on the website of the Reorganized Debtor's claims and noticing agent at https://www.veritaglobal.net/higherground.

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2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408(a) and 1409.

Factual Background

3. On June 17, 2025 and June 18, 2025 (the "***Petition Date***"), Debtor Higher Ground Education, Inc. ("***HGE***") and certain of its affiliates each commenced a case by filing a bankruptcy petition for relief in this Court under Chapter 11 of the Bankruptcy Code, and each case is jointly administered under Case No. 25-80121.

4. As was the case with many of its other subsidiaries, HGE, with the assistance of non-debtor EB5AN, LLC (formerly EB5 Affiliate Network, LLC) ("***EB5AN***"), actively solicited pre-petition capital for HGE FIC-I LLC ("***FIC-I,***" otherwise known as the "new commercial enterprise," or the "***NCE***")) from foreign investors through the EB-5 immigrant investor visa program of the Immigration and Nationality Act and related regulations (the "***EB-5 Program***"). HGE served as Manager of FIC-I, Debtor Guidepost A LLC ("***Guidepost***") served as Class A Member, and EB5AN served as Class C Member and coordinated EB-5 administration and reporting for the NCE. A copy of the operating agreement for FIC-I can be made available to the parties upon request.

5. Prior to the Petition Date, each of the Claimants invested $500,000 in FIC-I as Class B Members in order to apply for visas and obtain permanent residence in the United States under the EB-5 Program. Section 203(b)(5) of the Immigration and Nationality Act ("***INA***"), 8 U.S.C. § 1153(b)(5), makes visas available to qualified immigrant investors who contribute to the economic growth of the United States by investing in U.S. businesses and creating jobs for U.S. workers. The purpose of this provision is to benefit the U.S. economy by providing an incentive for foreign capital investment that creates or preserves U.S. jobs.

6. 8 CFR 216.6(a)(4)(ii)-(iv) requires an I-829 petition to remove the conditional basis of the permanent resident status of an investor accorded conditional permanent residence pursuant to section 216A of the Act, 8 U.S.C. § 1186b, to be filed by the investor with the appropriate fee within the 90-day period preceding the second anniversary of the date on which the investor acquired conditional permanent residence, showing that the investment was sustained and the jobs created.

7. As the operating agreement for FIC-I provides, HGE, Guidepost, and EB5AN were required to collect, retain, and provide the investment and job creation information and documentation that EB-5 investors would need to complete their I-829 petitions. The record-keeping functions of HGE, Guidepost, and EB5AN are and were essential to the Claimants' primary goal in providing capital to the NCE—namely, to obtain permanent residence in the United States under the EB-5 Program.

8. The Claimants filed contingent, unliquidated proofs of claim, asserting general unsecured claims against HGE and Guidepost arising from HGE's and Guidepost's obligations under the operating agreement for the NCE. HGE and Guidepost each had different obligations to the Claimants, in their roles as the Manager and the Class A member, respectfully, under FIC-I's operating agreement, including maintenance of records sufficient to support investors' immigration filings, such as evidence of sustainment of investment, proper use and expenditures of EB-5 funds, and requisite job creation. The Claimants filed proofs of equity interest against FIC-I.[2] This delineation was explained in an attachment uploaded with each of the claims. The operating agreement is governed by Delaware law.

[2] Duc Viet Nguyen's claims were filed with the claims administrator as Claim Nos. 333 (HGE), 336 (Guidepost), and 337 (FIC-I). Dixit Kishorkumar Vora claims were filed with the claims administrator as Claim Nos. 327 (HGE), 328 (Guidepost), and 329 (FIC-I).

9. On November 20, 2025, the Debtors filed their 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 amended or supplemented, the "***Plan***"). The Plan, among other things, resolved the objection [Docket No. 642] filed by the Claimants to a prior version of the Plan, and the Claimants withdrew their objection [Docket No. 651]. The Court confirmed the Plan by order entered November 26, 2026 [Docket No. 708].

Response to Claim Objection

10. For avoidance of doubt, Claimants do not seek duplicate distributions from the Debtors' estates with respect to their Claims. However, Claimants do seek to preserve claims against the appropriate Debtors to the extent such Debtors' failure to comply with the recordkeeping, job-creation, and other requirements of the EB-5 Program prevent Claimants from obtaining permanent residence in the United States. Under Delaware law, limited liability company agreements "are a type of contract." *In re Dynamk Fund Advisors LLC*, 360 A.3d 354, 376 (Del. Ch. 2026) (quoting *Norton v. K-Sea Transp. Partners, L.P.*, 67 A.3d 354 (Del. 2013)). A member or manager of a limited liability company is bound by its terms and may be sued by other members for breach of the agreement. *Dynamk*, 360 A.3d at 377 (citing Del. Code Ann. tit. 6, § 18-101(9)).

11. Here, Claimants have filed their claims to assert *both* claims of breach of FIC-I's operating agreement as against HGE, as Manager, and Guidepost, as Class A Member. These rights are distinct from the claim that Claimants have filed as against FIC-I as a result of their investment in FIC-I. Further, any claim may be moot to the extent Guidepost Global Education, Inc. fulfills its duties under Section 4.8 of the Plan and provides the requisite information necessary for Claimants to complete their immigration petitions and obtain U.S. residency. *See In re USA Com.*

Mortg. Co., 377 B.R. 608, 615-616 (9th Cir. BAP 2007) (bankruptcy court erred in finding that claimants claims for breach of contract and fraud were duplicative of proof of interest).

12. Accordingly, Claimants respectfully request that the Court overrule the Claim Objection. Claimants request such other relief to which they may be entitled.

Dated: October 5, 2026.

Respectfully submitted,

By: */s/ Daniel J. Ferretti*

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CERTIFICATE OF SERVICE

The undersigned certifies that on October 5, 2026, a true and correct copy of the foregoing document was served electronically on all parties registered to receive electronic notice of filings in this case via this Court's ECF notification system, including but not limited to counsel for the Liquidating Trustee, Guidepost Global Education, Inc., and the U.S. Trustee and via U.S. mail on the Debtors at their service address of 1321 Upland Dr. PMB 20442, Houston, Texas 77043.

/s/ Daniel J. Ferretti
Daniel J. Ferretti