UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended December 31, 2024

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ___ to ____

Commission File Number: 001-42283

LEGACY EDUCATION INC.
(Exact name of registrant as specified in its charter)

Nevada	**84-5167957**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
701 W Avenue K, Suite 123 Lancaster, CA	**93534**
(Address of principal executive offices)	(Zip Code)

(661) 940-9300
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, $0.001 par value	LGCY	NYSE American LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of the issuer's common stock, $0.001 par value per share, outstanding as of February 10, 2025 was 12,380,557.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS AND INDUSTRY DATA

This Quarterly Report on Form 10-Q contains certain forward-looking statements which are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Any statements in this Quarterly Report on Form 10-Q about our expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and are forward-looking statements. These statements are often, but not always, made through the use of words or phrases such as "may," "should," "believes," "will," "expects," "anticipates," "estimates," "predicts," "potential," "continues" "intends," "plans" and "would" or the negative of these terms or other comparable terminology. For example, statements concerning financial condition, possible or assumed future results of operations, growth opportunities, and plans are all forward-looking statements. Our forward-looking statements are based on a series of expectations, assumptions, estimates and projections about our company, are not guarantees of future results or performance and involve substantial risks and uncertainty. They involve known and unknown risks, uncertainties and assumptions that may cause actual results, levels of activity, performance or achievements to differ materially from any results, levels of activity, performance or achievements expressed or implied by any forward-looking statement. We may not actually achieve the plans, intentions or expectations disclosed in these forward-looking statements. Our business and our forward-looking statements involve substantial known and unknown risks and uncertainties, including the risks and uncertainties inherent in our statements regarding:

- compliance with the extensive existing regulatory framework applicable to our industry or our failure to timely obtain and maintain regulatory approvals and accreditation;
- compliance with continuous changes in applicable federal laws and regulations including new and pending rulemaking by the U.S. Department of Education;
- the effect of current and future Title IV Program regulations arising out of negotiated rulemakings, including any potential reductions in funding or restrictions on the use of funds received through Title IV Programs;
- successful updating and expansion of the content of existing programs and developing new programs in a cost-effective manner or on a timely basis;
- uncertainties regarding our ability to comply with federal laws and regulations regarding the 90/10 Rule and cohort default rates;
- successful implementation of our strategic plan;
- our inability to maintain eligibility for or to process federal student financial assistance;
- regulatory investigations of, or actions commenced against, us or other companies in our industry;
- changes in the state regulatory environment or budgetary constraints;
- enrollment declines or challenges in our students' ability to find employment as a result of economic conditions;
- maintenance and expansion of existing industry relationships and develop new industry relationships;
- a loss of members of our senior management or other key employees;
- uncertainties associated with opening of new campuses and closing existing campuses;
- uncertainties associated with integration of acquired schools;
- industry competition;
- the effect of any cybersecurity incident; and
- general economic conditions.

All of our forward-looking statements are as of the date of this Quarterly Report on Form 10-Q only. In each case, actual results may differ materially from such forward-looking information. We can give no assurance that such expectations or forward-looking statements will prove to be correct. An occurrence of, or any material adverse change in, one or more of the risk factors or risks and uncertainties referred to in this Quarterly Report on Form 10-Q or included in our other public disclosures or our other periodic reports or other documents or filings filed with or furnished to the U.S. Securities and Exchange Commission (the "SEC") could materially and adversely affect our business, prospects, financial condition and results of operations. Except as required by law, we do not undertake or plan to update or revise any such forward-looking statements to reflect actual results, changes in plans, assumptions, estimates or projections or other circumstances affecting such forward-looking statements occurring after the date of this Quarterly Report on Form 10-Q, even if such results, changes or circumstances make it clear that any forward-looking information will not be realized. Any public statements or disclosures by us following this Quarterly Report on Form 10-Q that modify or impact any of the forward-looking statements contained in this Quarterly Report on Form 10-Q will be deemed to modify or supersede such statements in this Quarterly Report on Form 10-Q.

This Quarterly Report on Form 10-Q may include market data and certain industry data and forecasts, which we may obtain from internal company surveys, market research, consultant surveys, publicly available information, reports of governmental agencies and industry publications, articles and surveys. Industry surveys, publications, consultant surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. While we believe that such studies and publications are reliable, we have not independently verified market and industry data from third-party sources.

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

Legacy Education Inc.
(dba High Desert Medical College)
(dba Central Coast College)
(dba Integrity College of Health)
Consolidated Financial Statements for the three and six months ended December 31, 2024 and 2023

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Legacy Education Inc.
Consolidated Balance Sheets

	December 31, 2024 (Unaudited)	June 30, 2024 *
ASSETS		
Current assets		
Cash and cash equivalents	$ 16,869,726	$ 10,376,149
Accounts receivable, net of $2,310,423 and $688,848 allowance for doubtful accounts as of December 31, 2024 and June 30, 2024, respectively	13,550,852	13,038,241
Prepaid expenses	1,282,952	1,032,325
Other receivables	156,928	140,894
Total current assets	31,860,458	24,587,609
Property and equipment, net	1,767,220	989,952
Operating lease right-of-use asset	14,721,700	3,575,369
Financing lease right-of-use asset	328,713	340,048
Intangible assets	3,652,441	1,054,947
Goodwill	6,625,383	1,929,326
Accounts receivable, long-term	1,712,828	1,381,194
Deferred income tax assets	898,000	898,000
Security deposits	503,133	416,605
Total assets	$ 62,069,876	$ 35,173,050
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	$ 4,583,748	$ 3,862,895
Accrued income tax payable	155,949	1,443,335
Deferred, unearned tuition	4,581,460	2,585,747
Other current liabilities	23,521	24,201
Current portion of debt	965,546	574,244
Debt owed, related party	50,000	50,000
Current portion of financing lease	60,559	57,260
Current portion of operating lease liability	2,512,695	1,868,560
Total current liabilities	12,933,478	10,466,242
Debt, net of current portion	123,203	123,862
Financing lease, net of current portion	143,303	215,409
Other liabilities	46	905
Operating lease liability, net of current portion	12,455,416	1,947,620
Total liabilities	25,655,446	12,754,038
Commitments and contingencies		
Stockholders' equity		
Preferred stock: $0.001 par value, 10,000,000 shares authorized; no shares issued and outstanding	-	-
Common stock: $0.001 par value, 100,000,000 shares authorized, 12,373,112 and 9,291,149 shares issued and outstanding as of December 31, 2024 and June 30, 2024, respectively	12,373	9,291
Additional paid in capital	26,688,788	16,186,251
Retained earnings	9,713,269	6,223,470
Total stockholders' equity	36,414,430	22,419,012
Total liabilities and stockholders' equity	$ 62,069,876	$ 35,173,050

* Derived from audited information

The accompanying notes are an integral part of these unaudited consolidated financial statements.

Legacy Education Inc.
Consolidated Income Statements
for the three and six months ended December 31, 2024 and 2023
(Unaudited)

	For the Three Months Ended December 31, 2024	For the Three Months Ended December 31, 2023	For the Six Months Ended December 31, 2024	For the Six Months Ended December 31, 2023
Revenue				
Tuition and related income, net	$ 13,635,134	$ 10,551,297	$ 27,640,225	$ 20,918,231
Operating expenses				
Educational services	7,479,226	5,526,347	14,683,800	11,258,473
General and administrative	4,349,129	3,281,201	8,315,176	6,435,606
General and administrative – related party	43,147	42,000	124,200	84,000
Depreciation and amortization	105,839	63,303	186,980	121,162
Total costs and expenses	11,977,341	8,912,851	23,310,156	17,899,241
Operating income	1,657,793	1,638,446	4,330,069	3,018,990
Interest expenses	(28,318)	(35,269)	(57,668)	(63,535)
Interest income	295,522	178,575	556,418	321,709
Total other income/(expenses)	267,204	143,306	498,750	258,174
Income before income tax expenses	1,924,997	1,781,752	4,828,819	3,277,164
Income tax expenses	(525,951)	(491,791)	(1,339,020)	(917,607)
Net income	$ 1,399,046	$ 1,289,961	$ 3,489,799	$ 2,359,557
Net income per share				
Basic net income per share	$ 0.11	$ 0.14	$ 0.32	$ 0.25
Diluted net income per share	$ 0.10	$ 0.13	$ 0.29	$ 0.24
Weighted average number of common stock outstanding				
Basic weighted average shares outstanding	12,254,453	9,291,149	10,787,640	9,291,149
Diluted weighted average shares outstanding	13,417,823	9,691,149	11,951,010	9,691,149

The accompanying notes are an integral part of these unaudited consolidated financial statements.

Legacy Education Inc.
Consolidated Statements of Changes in Stockholders' Equity
for the three and six months ended December 31, 2024 and 2023
(Unaudited)

	Preferred Stock		Common Stock		Additional paid in capital	Retained Earnings	Total
	Shares	Amount	Shares	Amount			
Balance, June 30, 2024	-	$ -	9,291,149	$ 9,291	$ 16,186,251	$ 6,223,470	$ 22,419,012
Exercise of option	-	-	76,000	76	39,444	-	39,520
Issuance of common stock, net of offering costs	-	-	2,500,000	2,500	7,937,072	-	7,939,572
Stock-based compensation	-	-	-	-	67,031	-	67,031
Net income	-	-	-	-	-	2,090,753	2,090,753
Balance, September 30, 2024	-	-	11,867,149	11,867	24,229,798	8,314,223	32,555,888
True up, reverse split	-	-	2,013	2	(2)	-	-
Issuance of common stock under acquisition agreement	-	-	118,906	119	999,881	-	1,000,000
Exercise of options	-	-	10,044	10	37,553	-	37,563
Issuance of common stock, net of offering costs	-	-	375,000	375	1,312,401	-	1,312,776
Stock-based compensation	-	-	-	-	109,157	-	109,157
Net income	-	-	-	-	-	1,399,046	1,399,046
Balance, December 31, 2024	-	$ -	12,373,112	$ 12,373	$ 26,688,788	$ 9,713,269	$ 36,414,430

	Preferred Stock		Common Stock		Additional paid in capital	Retained Earnings (Accumulated Deficit)	Total
	Shares	Amount	Shares	Amount			
Balance, June 30, 2023	-	$ -	9,291,149	$ 9,291	$ 14,304,175	$ 1,108,618	$ 15,422,084
Net income	-	-	-	-	-	1,069,596	1,069,596
Balance, September 30, 2023	-	-	9,291,149	9,291	14,304,175	2,178,214	16,491,680
Net income	-	-	-	-	-	1,289,961	1,289,961
Balance, December 31, 2023	-	$ -	9,291,149	$ 9,291	$ 14,304,175	$ 3,468,175	$ 17,781,641

The accompanying notes are an integral part of these unaudited consolidated financial statements.

Legacy Education Inc.
Consolidated Statements of Cash Flows
for the six months ended December 31, 2024 and 2023
(Unaudited)

	For the Six Months Ended December 31,	
	2024	**2023**
Cash flows provided by (used in) operating activities:		
Net income	$ 3,489,799	$ 2,359,557
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Non cash compensation	176,188	-
Depreciation & amortization	186,980	121,662
Deferred income tax	-	-
Provision for allowance for doubtful accounts for accounts receivable and contracts receivable	1,621,575	949,853
Changes in assets and liabilities:		
Accounts receivable	(1,788,302)	(2,485,313)
Prepaid expenses	(246,050)	(166,847)
Other assets	(96,367)	66,000
Accounts payable and accrued liabilities	699,149	398,681
Income tax payable	(1,287,386)	1,138,923
Other current liabilities	-	61,493
Deferred rent	-	(49,320)
Deferred unearned tuition	1,088,717	530,371
Net cash provided by operating activities	3,844,303	2,925,060
Cash flows used in investing activities:		
Cash paid under APA	(6,133,087)	-
Purchases of property and equipment	(428,091)	(348,671)
Net cash used in investing activities	(6,561,178)	(348,671)
Cash flows provided by financing activities:		
Proceeds from IPO, net of offering cost	9,252,349	-
Proceeds from exercise of options	77,083	-
Principal payment on finance lease	(68,807)	-
Principal payments on debt	(50,173)	(300,528)
Net cash provided by (used in) financing activities	9,210,452	(300,528)
Net increase cash and cash equivalents and restricted cash	6,493,577	2,275,861
Cash and cash equivalents and restricted cash, beginning of year	10,376,149	9,389,606
Cash and cash equivalents and restricted cash, end of year	$ 16,869,726	$ 11,665,467
Supplemental disclosure of cash flow information		
Cash paid during the periods for interest	$ 68,496	$ 63,872
Cash paid during the periods for income taxes	$ 2,626,407	$ -
Supplemental disclosure of noncash activities		
Non-cash purchase of financed lease assets	$ -	$ 340,048
Non-cash purchase of equipment	$ 39,275	$ 34,580
Prepaid expense reclassifies to offering cost	$ 276,866	$ -
Common stock issued as part of APA	$ 1,000,000	$ -
Promissory note under APA	$ 400,000	$ -
Net identifiable assets acquired under APA	$ 237,023	$ -

The accompanying notes are an integral part of these unaudited consolidated financial statements.

Legacy Education Inc.
Notes to Consolidated Financial Statements
For The Three and Six Months ended December 31, 2024 and 2023
(Unaudited)

Note 1 - Nature of Business

For purposes of these financial statements, “Legacy,”, the “Company,” “we,” “our,” “us,” or similar references refers to Legacy Education Inc. and its consolidated subsidiaries, unless the context requires otherwise. Legacy Education, LLC was formed on October 19, 2009 in the state of California as a limited liability company. The Company operates as career institution that focuses on real-life training by utilizing educational practices in different job markets. The Company offers programs in career paths such as healthcare, veterinary, medical information technology, business management, and green technology. The Company is accredited by the Accrediting Council for Continuing Education and Training (“ACCET”), and the Accrediting Bureau of Health Education Schools (“ABHES”) and approved to operate in the state of California by the Bureau for Private Postsecondary Education (“BPPE”). The consolidated financial statements include accounts of Legacy Education Inc. d/b/a High Desert Medical College (“HDMC”) and its wholly owned subsidiary, Legacy Education Monterey LLC (“Monterey”) d/b/a Central Coast College (“CCC”), and its wholly owned subsidiary, Advanced Health Services, LLC d/b/a Integrity College of Health (“Integrity”). Pursuant to an Agreement and Plan of Merger and Reorganization (the “Reorganization Merger”), dated September 1, 2021, effective as of September 3, 2021 (the “Effective Date”), Legacy Education Merger Sub, LLC, a wholly owned subsidiary of Legacy Education Inc. formed solely for the purpose of implementing the Reorganization Merger, merged with and into Legacy Education, LLC, with Legacy Education, LLC surviving the merger and becoming a wholly owned subsidiary of Legacy Education Inc., a corporation formed on March 18, 2020 in the State of Nevada for the sole purpose of restructuring the Company from a member-owned Limited Liability Corporation to a shareholder-owned C-Corporation. On the Effective Date, in exchange for each Class A Unit owned in Legacy Education, LLC, the members of Legacy Education, LLC received one share of common stock in Legacy Education Inc. in a one for one exchange. The members immediately prior to the Reorganization Merger became the 100% owners of Legacy Education Inc. immediately following the Reorganization Merger.

HDMC offers instruction in thirty-three programs including ultrasound technician, ultrasound technician associate of applied science degree, medical billing and coding, vocational nursing, clinical medical assisting, pharmacy technician, dental assisting, medical administrative vocational nursing associate of applied science degree and registered nursing

CCC, a wholly-owned subsidiary of HDMC, offers instruction in healthcare career training programs, and veterinary career training.

Integrity, a wholly-owned subsidiary of HDMC, is an accredited college offering instruction in medical assisting, vocational nursing, medical insurance coding and billing, diagnostic medical sonography (ultrasound technician) and Bachelors of Science in nursing (RN to BSN).

On October 17, 2024, Legacy Education Antioch, LLC (Antioch), a wholly owned subsidiary of HDMC, was formed as a California limited liability company. On October 22, 2024, Antioch and Parent Company entered into an Asset Purchase Agreement (APA) with Contra Costa Medical Career College, Inc. (CCMCC), a California corporation, further described in Note 3. Antioch has registered with the state of California to conduct business under the name Contra Costa Medical Career College. CCMCC is accredited by ACCET and has been granted temporary approval to participate in the Financial Student Aid programs by the Department of Education (ED) following the consummation of the transactions contemplated in the APA, which occurred on December 18, 2024.

The accompanying consolidated financial statements, and all per share information contained herein, have been retroactively adjusted to reflect the reverse stock split described in Note 12.

Note 2 – Summary of Significant Accounting Principals

Principal of Consolidation

The consolidated financial statements include the accounts of HDMC and its wholly-owned subsidiaries, CCC, Integrity and CCMCC. All significant intercompany balances and transactions have been eliminated in consolidation.

Basis of Presentation Unaudited Interim Financial Information

The accompanying interim condensed consolidated financial statements are unaudited. In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all the normal recurring adjustments necessary to present fairly the financial position and results of operations as of and for the periods presented. The interim results are not necessarily indicative of the results to be expected for the full year or any future period.

Certain information and footnote disclosures normally included in the consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The Company believes that the disclosures are adequate to make the interim information presented not misleading. These consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto included in the Company's Report on Form 10-K filed on October 1, 2024, for the year ended June 30, 2024.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant items subject to such estimates and assumptions include the assumptions used in the evaluation of the Company's distinct performance obligations, the valuation of equity instruments and allowance for credit losses related to accounts receivable.

Reclassifications

Certain amounts in the prior period financial statements have been reclassified to conform to the current period presentation. These reclassifications had no effect on reported consolidated net income.

Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents. These investments are stated at cost, which approximates fair value.

Property and Equipment

Property and equipment are recorded at cost less accumulated depreciation. Depreciation is computed using the straight-line method. Normal repairs and maintenance are expensed as incurred. Expenditures that materially extend the useful life of an asset are capitalized. Depreciation is provided using the straight-line method over the estimated useful lives of the assets. Furniture and fixtures, machinery, computer equipment, and vehicles generally have estimated useful lives of ten, seven, four, and five years, respectively. Leasehold improvements are depreciated over the shorter of their lease term or their useful life.

Leases

The Company accounts for leases in accordance with ASC Topic 842 *Leases,* which requires the recognition of assets and liabilities by lessees for those leases classified as operating leases under GAAP. The Company determines if an arrangement is a lease at inception and evaluates the lease agreement to determine whether the lease is a finance or operating lease. The guidance requires that a lessee should recognize on the balance sheet a liability to make lease payments and a right-to-use asset representing the Company's right to use the underlying assets for the term of the lease. The guidance allows a lessee who enters into a lease with a term of 12 months or less to make an accounting policy election by class of underlying assets not to recognize assets and liabilities. Rightof-use ("ROU") assets and lease liabilities are recognized at commencement date based on the present value of lease payment over the lease term. The Company uses its incremental borrowing rate based on the information available at the commencement to determine the present value of lease payments over the lease term. See Note 12 for more information about the Company's lease-related obligations.

Goodwill and Intangibles

Goodwill represents the excess of the purchase price over the fair market value of the net assets (including intangibles) acquired on December 31, 2019, January 15, 2019 and on December 18, 2024. The Company has implemented the Business Combinations Topic of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 350, *Intangibles - Goodwill and Other*.

Goodwill, tradename, and accreditation are deemed to have an indefinite life, and course curriculum has a definite life of approximately 18 years. Goodwill and indefinite life intangible assets are not amortized but are subject to, at a minimum, annual impairment tests. The Company expenses costs to maintain or extend intangible assets as incurred.

The Company reviews intangible assets (with a definite life), excluding goodwill, accreditation and tradenames, for impairment when events or changes in circumstances indicate the carrying amount may not be recoverable. We measure the recoverability of these assets by comparing the carrying amounts to the future undiscounted cash flows that the assets are expected to generate. If the carrying value of the assets are not recoverable, the impairment recognized is measured as the amount by which the carrying value of the asset exceeds its fair value. There were no impairments for the periods presented.

The Company tests goodwill, accreditation and trade names for impairment at least annually, or more frequently if events or changes in circumstances indicate that the asset may be impaired. There were no goodwill, accreditation or trade names impairments for the periods presented.

The Company amortizes intangible assets with definite lives on a straight-line basis.

Long-Lived Assets

The Company evaluates the recoverability of its long-lived assets for impairment, other than goodwill, whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to undiscounted future net cash flows expected to be generated by the assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Fair value estimates are based on assumptions concerning the amount and timing of estimated future cash flows. The Company had no long-lived asset impairments as of December 31, 2024 and June 30, 2024, respectively.

Revenue Recognition

Revenue is recognized when control of promised goods or services is transferred to the Company's customers in an amount of consideration to which the Company expects to be entitled to in exchange for those goods or services. The Company follows the five steps approach for revenue recognition under ASC 606: (i) identify the contract(s) with a customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract, and (v) recognize revenue when (or as) the Company satisfies a performance obligation.

The Company identifies a contract for revenue recognition when there is approval and commitment from both parties, the rights of the parties and payment terms are identified, the contract has commercial substance and the collectability of consideration is probable. The Company evaluates each contract to determine the number of distinct performance obligations in the contract, which requires the use of judgment. The Company's contracts include promises for educational services and course materials which are distinct performance obligations.

Tuition revenue is primarily derived from postsecondary education services provided to students. Generally, tuition and other fees are paid upfront and recorded in contract liabilities in advance of the date when education services are provided to the student. A tuition receivable is recorded for the portion of tuition not paid in advance. In some instances, installment billing is available to students which reduces the amount of cash consideration received in advance of performing the service. The contractual terms and conditions associated with installment billing indicate that the student is liable for the total contract price, therefore mitigating the Company's exposure to losses associated with nonpayment. Tuition revenue is recognized ratably over the instruction period. The Company generally uses the time elapsed method, an input measure, as it best depicts the simultaneous consumption and delivery of tuition services. Revenue associated with distinct course materials is recognized at the point of time when control transfers to the student, generally when the materials are delivered to the student. Revenue associated with lab services is recognized over the period of time when the service is performed.

The Company's refund policy may permit students who do not complete a course to be eligible for a refund for the portion of the course they did not attend. Refunds generally result in a reduction of deferred revenue during the period that the student drops or withdraws from a class.

The transaction price is stated in the contract and known at the time of contract inception, as such there is variable consideration for situations when a student drops from a program based on the Company's refund policy and additional charges if a student requires additional hours to complete the program beyond the contracted end date. The Company believes that its experience with these situations is of little predictive value because the future performance of students is dependent on each individual and the amount of variable consideration is highly susceptible to factors outside of the Company's influence. Accordingly, no variable consideration has been included in the transaction price or recognized as income until the constraint has been eliminated. Revenue is allocated to each performance obligation based on its standalone selling price. Any discounts within the contract are allocated across all performance obligations unless observable evidence exists that the discount relates to a specific performance obligation or obligations in the contract. The Company generally determines standalone selling prices based on prices charged to students.

The Company excludes from revenue taxes assessed by a governmental authority as these are agency transactions collected on their behalf from the customer. Significant judgments include the allocation of the contract price across performance obligations, the methodology for earning tuition ratably over the instruction period, estimates for the amount of variable consideration included in the transaction price as well as the determination of the impact of the constraints preventing the variable consideration from being recognized in revenue.

Disaggregation of Revenue

The tuition and related revenue consist of the following during the three and six months ended December 31, 2024 and 2023:

	For the Three Months Ended December 31,		For the Six Months Ended December 31,	
	2024	2023	2024	2023
Tuition and lab fees (recognized over time)	$ 12,477,378	$ 8,980,760	$ 24,598,235	$ 17,454,675
Books, registration and other fees (recognized at a point in time)	1,157,756	1,570,537	3,041,990	3,463,556
Total revenue	$ 13,635,134	$ 10,551,297	$ 27,640,225	$ 20,918,231

Allowance for Credit Losses

The Company records an allowance for credit losses for estimated losses resulting from the inability, failure or refusal of its students to make required payments, which includes the recovery of financial aid funds advanced to a student for amounts in excess of the student's cost of tuition and related fees. The Company determines the adequacy of its allowance for doubtful accounts based on an analysis of its historical bad debt experience, current economic trends, and the aging of the accounts receivable and student status. The Company applies reserves to its receivables based upon an estimate of the risk presented by the age of the receivables and student status. The Company writes off account receivable balances of inactive students at the earlier of the time the balances were deemed uncollectible, or one year after the revenue is generated. Bad debt expense is recorded as a general and administrative expense in the accompanying statements of operations. The Company performs an analysis annually to determine which accounts are uncollectable and then writes them off.

Refunds

The Company pays or credits refunds within 45 days of a student's cancellation or withdrawal for students who have completed 60% or less of the period of attendance based on a pro rata calculation. Once the student has completed more than 60% of a period of attendance, all Title IV funds are considered earned and no refunds are due to ED.

Advertising

The Company expenses advertising cost as incurred. Advertising costs amounted to $2,327,375 and $2,095,720 during the six months ended December 31, 2024, and 2023, respectively. Advertising costs amounted to $1,154,718 and $999,136 during the three months ended December 31, 2024, and 2023, respectively. Advertising costs are included in the general and administrative on the consolidated income statements.

Share-Based Compensation

The Company utilizes ASC 718, *Stock Compensation,* related to accounting for share-based payments and, accordingly, records compensation expense for share-based awards based upon an assessment of the grant date fair value for stock options and restricted stock awards. The Company estimates the fair value of stock-based compensation awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as an expense over the requisite service periods in the Company's consolidated statements of operations. The Company estimates the fair value of stock-based compensation awards using the Black-Scholes model. This model requires the Company to estimate the expected volatility and value of its common stock and the expected term of the stock options, all of which are highly complex and subjective variables. The expected life was calculated based on the simplified method as described by the SEC Staff Accounting Bulletin No. 110, Share-Based Payment. The Company's estimate of expected volatility was based on the volatility of peers. The Company has selected a risk-free rate based on the implied yield available on U.S. Treasury securities with a maturity equivalent to the expected term of the options. The Company accounts for forfeitures upon occurrence.

Fair Value of Financial Instruments

The Company's financial instruments primarily consist of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, deferred, unearned tuition, debt and finance lease obligations. The carrying values of the Company's financial instruments approximate fair value.

FASB ASC 820, *Fair Value Measurements* ("ASC 820") establishes a framework for all fair value measurements and expands disclosures related to fair value measurement and developments. ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

ASC 820 requires that assets and liabilities measured at fair value are classified and disclosed in one of the following three categories:

Level 1—Quoted market prices for identical assets or liabilities in active markets or observable inputs;
Level 2—Significant other observable inputs that can be corroborated by observable market data; and
Level 3—Significant unobservable inputs that cannot be corroborated by observable market data.

Concentration of Credit Risk

A substantial portion of revenues and ending accounts receivable at December 31, 2024 and June 30, 2024 are a direct result of the Company's participation in Financial Student Aid ("FSA") programs, which represents a primary source of student tuition. The FSA programs are subject to political budgetary considerations. There is no assurance that funding will be maintained at current levels. The FSA programs are subject to significant regulatory requirements. Any regulatory violation could have a material effect on the Company.

The Company maintains its cash and cash equivalents in various financial institutions. Accounts at these institutions are insured by the Federal Deposit Insurance Corporation up to $250,000. The Company performs ongoing evaluations of these institutions to limit concentration risk exposure. The Company maintains cash balances in excess of these limits from time to time.

As of December 31, 2024 and June 30, 2024, $5.22 and $2.15 million, respectively, was maintained in a redeemable money market account bearing interest at approximately 4.19% per annum.

Commitments and Contingencies

The Company accrues for a contingent obligation when it is probable that a liability has been incurred and the amount is reasonably estimable. When the Company becomes aware of a claim or potential claim, the likelihood of any loss exposure is assessed. If it is probable that a loss will result and the amount of the loss is estimable, the Company records a liability for the estimated loss. If the loss is not probable or the amount of the potential loss is not estimable, the Company will disclose the claim if the likelihood of a potential loss is reasonably possible and the amount of the potential loss could be material. Estimates that are particularly sensitive to future changes include tax, legal, and other regulatory matters, which are subject to change as events evolve, and as additional information becomes available during the administrative and litigation process. The Company expenses legal fees as incurred.

Income Taxes

GAAP requires management to evaluate tax positions taken by the Company and recognize a tax liability if the Company has taken an uncertain position that is more likely than not would be sustained upon examination by the Internal Revenue Service. Management has analyzed the Company's tax positions and believes there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statement.

The Company accounts for income taxes payable or refundable for the current year and deferred tax assets and liabilities for future tax consequences of events that have been recognized in the Company's financial statements or tax returns. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which the temporary differences are expected to be realized.

The Company expenses penalties and interest related to federal and state income taxes as incurred. Penalties, if any, are included in general and administration expenses on the income statement. The estimated federal and state effective tax rates are 21% and 8.84%, respectively.

Emerging Growth Company

The Company has elected to be an emerging growth company as defined under the Jumpstart Our Business Startups Act of 2012 ("JOBS Act"). Included with this election, the Company has also elected to use the provisions within the JOBS Act that allow companies that go public to continue to use the private company adoption date rules for new accounting policies. The Company will remain an emerging growth company until the earlier of (i) the last day of the Company's fiscal year following the fifth anniversary of the closing of the Company's initial public offering of its securities, (ii) the last day of the fiscal year (a) in which the Company total annual gross revenue of at least $1.235 billion or (b) in which the Company is deemed to be a large accelerated filer under the rules of the Securities and Exchange Commission, and (iii) the date on which the Company has issued more than $1.0 billion of non-convertible debt in any three-year period.

Earnings Per Share

ASC 260, Earnings Per Share, requires dual presentation of basic and diluted earnings per share ("EPS") with a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. Basic EPS excludes dilution. Diluted EPS is calculated using the treasury stock method, and reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity.

The following table provides a reconciliation of the numerators and denominators used to determine basic and diluted net income per common share for the three and six months ended December 31, 2024 and 2023:

	For the Three Months Ended December 31,		For the Six Months Ended December 31,	
	2024	2023	2024	2023
Numerator				
Net income	$ 1,399,046	1,289,961	$ 3,489,799	$ 2,359,557
Denominator				
Weighted-average shares outstanding, basic	12,254,453	9,291,149	10,787,640	9,291,149
Dilutive impact of share-based instruments	1,163,370	400,000	1,163,370	400,000
Weighted-average shares outstanding, diluted	13,417,823	9,691,149	11,951,010	9,691,149
Net income per share				
Basic	$ 0.11	$ 0.14	$ 0.32	$ 0.25
Diluted	$ 0.10	$ 0.13	$ 0.29	$ 0.24

Recent Accounting Pronouncements

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses* (Topic 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13"). ASU 2016-13 provides guidance for recognizing credit losses on financial instruments based on an estimate of current expected credit losses model. The amendments are effective for fiscal years beginning after December 15, 2019. Recently, the FASB issued the final ASU to delay adoption for smaller reporting companies for fiscal years beginning after December 15, 2022. We adopted ASU 2016-13 on July 1, 2023 and it did not have a material impact on our consolidated financial statements and related disclosures.

In August 2020, the FASB issued ASU 2020-06, *Debt—Debt with Conversion and Other Options* (Subtopic 470-20) and *Derivatives and Hedging—Contracts in Entity's Own Equity* (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity. This ASU amends the guidance on convertible instruments and the derivatives scope exception for contracts in an entity's own equity, and also improves and amends the related earnings per share guidance for both Subtopics. The Company adopted ASU 2020-06 on July 1, 2024 and it did not have a material impact on our consolidated financial statements and related disclosures.

In November 2023, the FASB issued Accounting Standards Update 2023-07, *Segment Reporting—Improvements to Reportable Segment Disclosures* ("ASU 2023-07"), which requires incremental disclosures related to a public entity's reportable segments. Required disclosures include, on an annual and interim basis, significant segment expenses that are regularly provided to the chief operating decision maker and included within each reported measure of segment profit or loss, an amount for other segment items (which is the difference between segment revenue less segment expenses and less segment profit or loss) and a description of its composition, the title and position of the CODM, and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. The standard also permits disclosure of more than one measure of segment profit. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. We expect to adopt this policy effective for the fiscal year ended June 30, 2025 and are currently evaluating the impact of adopting ASU 2023-07 on our financial statements.

Note 3: Acquisition

On December 18, 2024, Antioch completed its acquisition of CCMCC for a base purchase price of $8,000,000. Under the asset purchase agreement, Antioch acquired certain assets and assumed certain liabilities of CCMCC. Under the terms of the APA as consideration for the sale, Antioch is to pay Sellers $6,600,000 subject to a working capital adjustment, enter into a $400,000 promissory note, described in Note 10, and issuance of 118,906 shares of HDMC's common stock with a combined value equivalent to $1,000,000 held in an escrow account for a period of one year. The working capital adjustment is required to equal zero on the transaction date and includes certain acquired assets and assumed liabilities. As of the date of this report, the net working capital adjustment has been determined to be $466,920 for a total purchase price of $7,533,080.

The acquisition was accounted for in accordance with the acquisition method of accounting. Under this method, the cost of the target is allocated to the identifiable assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition. The excess estimated fair values of the identifiable net assets over the amount paid was $7,296,057, which has been allocated between goodwill and other intangible assets and is included on the accompanying consolidated balance sheet.

The following is a summary of the estimated fair values of the assets acquired and liabilities assumed at the date of the acquisition:

Current and other assets	$ 682,689
Property and equipment	483,036
Total assets acquired	1,165,725
Liabilities assumed (excluding debt - see Note 9)	(928,702)
Net assets acquired	$ 237,023
Purchase price	$ 7,533,080
Trade name	$ 1,900,000
Accreditation	200,000
Course Curriculum	500,000
Goodwill	4,696,057
Total excess purchase price	$ 7,296,057

The amounts recorded above related to the acquisition are subject to adjustment as the Company has not yet completed the final allocation of the purchase price. The Company has one year from the date of acquisition to complete its valuation of assets and liabilities assumed.

Following are the supplemental consolidated financial results of the Company and CCMCC on an unaudited pro forma basis, as if the acquisitions had been consummated as of the beginning of the fiscal year 2024 (i.e., July 1, 2023).

	For the Three Months Ended December 31,		For the Six Months Ended December 31,	
	2024	**2023**	**2024**	**2023**
Revenue	$ 15,609,737	12,247,693	$ 31,652,641	$ 24,608,178
Net income	1,947,501	1,081,549	4,290,232	2,516,001

The pro forma financial information presented above has been prepared by combining the Company's historical results and the historical results of CCMCC and adjusting those results to reflect the effects of the acquisition as if it occurred on July 1, 2023. These results do not purport to be indicative of the results of operations had the acquisition occurred on the date indicated above, or that may result in the future, and do not reflect potential synergies or additional costs following the acquisition.

Note 4 - Intangible Assets

The intangibles consisted of the following as of December 31, 2024 and June 30, 2024:

	December 31, 2024	June 30, 2024
Goodwill	$ 6,625,383	$ 1,929,326
Trade name	2,696,100	796,100
Accreditation	288,200	88,200
Course curriculum	698,000	198,000
Total cost of intangibles	$ 10,307,683	$ 3,011,626
Less accumulated amortization	(29,859)	(27,353)
Intangibles net	$ 10,277,824	$ 2,984,273

As of December 31, 2024 and June 30, 2024, no impairment of the Company's goodwill, nor other intangibles with an indefinite life was required related to its previous acquisitions of CCC and Integrity. Although the ACCET accreditation has an indefinite life, the accreditation requires renewal every five years. CCC's ACCET accreditation was most recently renewed in April 2020 and its next renewal is in April 2025. The Company recognized $1,253 and $2,506 in amortization expense for the three and six months ended December 31, 2024. The Company recognized $1,753 and $3,006 in amortization expense for the three and six months ended December 31, 2023. Although the Accrediting Bureau of Health Education Schools ("ABHES") has an indefinite life, the accreditation requires renewal every five years. Integrity's next ABHES accreditation renewal is in February 2026. 100% of goodwill is expected to be deductible for federal income tax purposes and will be amortized over 15 years on a straight-line basis.

Note 5 - Property and Equipment

Property and equipment consist of the following:

	December 31, 2024	June 30, 2024
Leasehold improvements	$ 1,059,193	$ 561,108
Machinery and equipment	1,262,057	1,032,286
Computer equipment	860,078	704,846
Furniture, fixtures and other equipment	334,145	266,923
Total	3,515,473	2,565,163
Less accumulated depreciation and amortization	(1,748,253)	(1,575,211)
Property and equipment, net	$ 1,767,220	$ 989,952

Depreciation and amortization expense associated with property and equipment totaled $88,313 and $168,196 for the three and six months ended December 31, 2024, respectively. Depreciation and amortization expense associated with property and equipment totaled $62,050 and $118,656 for the three and six months ended December 31, 2023, respectively.

Note 6 – Accounts Receivable, Long-Term

TuitionFlex

The TuitionFlex Program is designed to create a flexible tuition credit program for students and families to help bridge the financial gap, all in accordance with applicable federal Truth-In-Lending regulations. Through this program, we offer payment plans to all students, regardless of financial need, for up to 5 years. The long-term portion of student receivables utilizing the Tuition Flex program was $1,712,828 and $1,381,194 as of December 31, 2024 and June 30, 2024, respectively.

Note 7 – Prepaid Expenses

The prepaid expenses consist of the following as of December 31, 2024 and June 30, 2024:

	December 31, 2024	June 30, 2024
Books	$ 221,677	$ 199,122
Supplies and other prepaid expenses	1,061,275	833,203
Total prepaid expenses	$ 1,282,952	$ 1,032,325

Note 8 – Other Receivables

The other receivables consist of the following as of December 31, 2024 and June 30, 2024:

	December 31, 2024	June 30, 2024
Other advance	94,454	94,454
Receivable from CCMCC Seller	24,754	-
Employee retention credit	37,720	46,440
Total other receivables	$ 156,928	$ 140,894

The Company paid $106,846 federal income taxes on behalf of a foreign investor in Legacy, and the amount due back to the Company was $94,454 as of December 31 2024 and June 30, 2024.

During the fiscal year ended June 30, 2021, the Company applied for certain Employee Retention Credits ("ERTC") under the CARES Act in the approximate amount of $2.9 million. The remaining balance of the ERTC receivable as of December 31, 2024 and June 30, 2024 was $37,720 and $46,440, respectively.

Note 9 – Accounts Payable and Accrued Liabilities

Accounts payable and accrued expenses as of December 31, 2024 and June 30, 20234 consist of the following:

	December 31, 2024	June 30, 2024
Accounts payable	$ 1,065,743	$ 1,532,576
Accrued payroll and payroll taxes	1,011,331	641,594
Accrued vacation	465,613	447,482
Accrued bonuses	1,940,226	1,200,000
Accrued other expenses	100,835	41,243
Total	$ 4,583,748	$ 3,862,895

Note 10 - Debts and Other Liabilities

(1) Promissory Notes and Related Parties Debt

The Company received $750,000 in proceeds from several creditors, including $150,000 from related parties. Under the unsecured promissory notes, the principal shall be due and payable on the earlier to occur (i) the 9-month anniversary of the first advance under each promissory note; or (ii) the completion of an initial public offering by payee ("Maturity Date"), and the promissory note shall bear interest at a monthly rate of 1% based upon the amount outstanding as of any calculation date. Interest shall be payable monthly commencing on the 15th day of each calendar month following the date funds are first advanced. The maturity dates on these promissory notes were extended to March 31, 2021. The noteholders agreed to defer the repayment of the principal balance until the completion of a future Initial Public Offering.

	December 31, 2024	June 30, 2024
Promissory note issued on November 12, 2019	$ 500,000	$ 500,000
Promissory note issued on December 30, 2019, related party	50,000	50,000
Total other debt	$ 550,000	$ 550,000

A further note issued on February 6, 2020 in the amount of $100,000 was repaid in cash in September 2023.

(2) Equipment Loan

In January 2023, the Company entered into an equipment loan for $30,744. The note accrues interest at a rate of 6.0% per annum and requires 48 equal monthly payments. As of December 31, 2024 and June 30, 2024, the principal balance of the promissory note was $17,044 and $20,929, respectively.

In August 2023, the Company entered into an equipment loan for $35,580. The note accrues interest at a rate of 10.14% per annum and requires 48 equal monthly payments. As of December 31, 2024 and June 30, 2024, the principal balance of the promissory note was $23,804 and $27,723, respectively.

In November 2023, the Company entered into an equipment loan for $14,610. The note accrues interest at a rate of 10.72% per annum and requires 48 equal monthly payments. As of December 31 2024 and June 30, 2024, the principal balance of the promissory note was $10,973 and $12,582, respectively.

In December 2023, the Company entered into an equipment loan for $11,920. The note accrues interest at a rate of 13.53% per annum and requires 36 equal monthly payments. As of December 31, 2024 and June 30, 2024, the principal balance of the promissory note was $8,070 and $9,853, respectively.

In February 2024, the Company entered into an equipment loan for $35,612. The note accrues interest at a rate of 8% per annum and requires 36 equal monthly payments. The first payment will be on April 1, 2024. As of December 31, 2024 and June 30, 2024, the principal balance of the promissory note was $27,493 and $32,950, respectively.

In June 2024, the Company entered into an equipment loan for $48,966. The note accrues interest at a rate of 11.16% per annum and requires 48 equal monthly payments. The first payment will be on June 1, 2024. As of December 31, 2024 and June 30, 2024, the principal balance of the promissory note was $43,103 and $48,125, respectively.

In July 2024, the Company entered into an equipment loan for $39,189. The note accrues interest at a rate of 11.15% per annum and requires 48 equal monthly payments. The first payment will be on July 1, 2024. As of December 31, 2024 and June 30, 2024, the principal balance of the promissory note was $35,191 and $0, respectively.

(3) CCMCC acquisition Seller Loan

As part of the acquisition described in Note 3, the Company entered into a $400,000 promissory note with the seller of CCMCC. Under the terms of the note, interest shall accrue at 6% and shall be repaid in twelve equal monthly payments of principal and interest. As of December 31, 2024, the full amount outstanding is presented as current on the accompanying consolidated balance sheet.

(4) Bank Loan

On December 31, 2019, the Company acquired Integrity, assuming its two bank loans, which are secured by all business assets of the Company.

	December 31, 2024	June 30, 2024
Bank loan #1, monthly payment $803.69, due in 110 months, effective interest rate 6.44%	$ 21,188	$ 24,447
Bank loan #2, monthly payment $5,672.86 start on November 23, 2020, due in 48 months	1,884	21,495
Total bank loans	$ 23,072	$ 45,942

Future maturities over the remaining term of total debt for (1) to (3) are as follows:

2025 (1)	$ 983,943
2026	67,118
2027	60,664
2028	27,024
	1,138,749
Less: current portion (1)	(1,015,546)
Long-term portion of debt	$ 123,203

(1) Includes $50,000 related party debt

Note 11 - Related Party Transactions

A shareholder of the Company was paid $22,500 and $45,000 as consulting fees in each of the three and six months ended December 31, 2024 and 2023.

A director of the Company was paid $59,700 and $79,200, respectively, as consulting fees in the three and six months ended December 31, 2024 and was paid $19,200 and $39,000, respectively, as consulting fees in the three and six months ended December 31, 2023.

A director of the Company was paid $60,495 and $86,445, respectively, in the three and six months ended December 31, 2024 and $37,016 and $76,070, respectively in the three and six months ended December 31, 2023 as consulting fees.

In December 2019, the Company received $50,000 of proceeds from a promissory note, entered into with an executive of the Company, which bears interest at the rate of 12% per annum and matures on the earlier of the nine-month anniversary of the loan or the completion of an initial public offering. The balance of this note was $50,000 as of December 31, 2024 and June 30, 2024.

Note 12 – Lease Commitments

Finance Leases

In July 2023, the Company entered into an equipment lease for $340,048. The related finance liability has an implied interest rate of 11.16% per annum and requires 5 equal annual payments due on September 1 of each year. As of December 31, 2024 and June 30, 2024, the balance of the finance liability was $203,862 and $272,669, respectively.

The present value of future minimum lease payments due at December 31, 2024, was as follows:

2025		-
2026		81,459
2027		81,459
Thereafter		81,458
Total minimum payments		244,376
Less: amount representing interest		(40,514)
Present value of minimum payments	$	203,862
Less: current portion		(60,559)
Long term portion	$	143,303

The Company has determined to amortize the lease over the useful life of the equipment or ten (10) years and put the equipment into service in September 2024. The Company recorded amortization of $11,335 in the three and six months ended December 31, 2024.

Operating Leases

The Company leases its instructional facilities under non-cancelable operating leases expiring at various dates through 2034. In most cases, the facility leases require the Company to pay various operating expenses of the facilities in addition to base monthly lease payments. In certain cases, the Company has options available under its leases to renew, and certain leases contain ordinary rental escalations on the space. Rent expense for the certain leases described above is recorded evenly over each lease term. The difference between rent expense recorded and the amount paid is reflected as deferred rent on the accompanying balance sheets for those leases with rent escalation clauses.

The Company uses its incremental borrowing rate based on the information available at the commencement to determine the present value of lease payments over the lease term. As of December 31, 2024, the weighted average incremental borrowing rate used by the Company was approximately 6.7%, and the weighted average remaining years left on outstanding leases was 7.83 years.

The present value of future minimum lease payments due at December 31, 2024 was as follows:

2025	$	1,745,795
2026		3,026,432
2027		2,126,398
2028		1,954,026
2029		1,876,893
After 2029		8,956,056
Total future minimum operating lease payments		19,685,600
Less: imputed interest		(4,717,489)
Total		14,968,111
Current portion of operating lease		2,512,695
Long term portion of operating lease	$	12,455,416

Total rent expense and related taxes and operating expenses under operating leases for the three and six months ended December 31, 2024 were $994,159 and $1,993,274, respectively. Total rent expense and related taxes and operating expenses under operating leases for the three and six months ended December 31, 2023 were 840,026 and $1,707,650, respectively.

Supplemental balance sheet information related to leases was as follows:

	December 31, 2024	June 30, 2024
Operating lease right-of-use assets	$ 14,721,700	$ 3,575,369
Operating lease liability - current	$ 2,512,695	$ 1,868,560
Operating lease liability – non-current	12,455,416	1,947,620
Total operating lease liability	$ 14,968,111	$ 3,816,180

Other supplemental information:

	For the six months ended December 31,	
	2024	2023
Cash paid for operating lease	$ 1,253,157	$ 1,251,902

Note 13 – Stockholders' Equity

Reverse Stock Split

On September 9, 2024, our stockholders approved an amendment to our articles of incorporation to effect a 1-for-2 reverse split of our common stock. The amendment to our certificate of incorporation was filed with the Nevada Secretary of State on September 9, 2024. The consolidated financial statements, and all share and per share information contained herein, have been retroactively adjusted to reflect the reverse stock split.

As of December 31, 2024 and June 30, 2024, the Company had 110,000,000 shares of authorized capital, par value $0.001, of which 100,000,000 shares are designated as common stock, and 10,000,000 shares are designated as preferred stock, which have liquidation preference over the common stock and are non-voting.

Equity Transactions

In August 2024, 76,000 stock options were exercised at $0.52 per share of common stock.

On September 27, 2024, the Company completed its initial public offering of 2,500,000 shares, priced at $4.00 per share. Concurrently the Company issued 2,013 shares as true up shares as a result of the 1-for-2 reverse split.

During the three months ended December 31, 2024, 10,044 stock options were exercised at $3.74 per share of common stock.

During the three months ended December 31, 2024, the Company issued 375,000 common shares in respect to the underwriters' option to purchase up to an additional 375,000 shares of common stock to cover allotments.

On December 18, 2024, the Company issued 118,906 common shares pursuant to the terms of the APA.

No shares were issued during the six months ended December 31, 2023.

As of December 31, 2024 and June 30, 2024 the Company had 12,373,112 and 9,291,149 shares of common stock outstanding, respectively, and no shares of preferred stock issued and outstanding.

Note 14 - Share-Based Compensation Plans

Stock Options

The Company utilizes ASC 718, *Stock Compensation,* related to accounting for share-based payments and, accordingly, records compensation expense for share-based awards based upon an assessment of the grant date fair value for stock options and restricted stock awards. The Black Scholes option pricing model was used to estimate the fair value of the options granted. This option pricing model requires a number of assumptions, of which the most significant are: expected stock price volatility, the expected pre-vesting forfeiture rate, and the expected option term (the amount of time from the grant date until the options are exercised or expire). The Company estimated a volatility factor utilizing a weighted average of comparable published volatilities of its peers. The Company applied the simplified method to determine the expected term of stock-based compensation grants.

In prior years, the Company had granted time vested options to purchase shares of common stock with exercise prices ranging from $0.52 - $1.80 on the date of grant by the Board. These options vest ratably over a period of three years and expire ten years from the date of grant and the fair value of these options were calculated using the Black-Scholes Merton model.

On April 1, 2024, the Company granted stock options to purchase an aggregate of 1,425,171 shares of its common stock at an exercise price of $3.74 per share to employees, directors, consultants and non-employee service providers pursuant to its 2021 Equity Incentive Plan.

On September 27, 2024, the Company granted stock options to purchase an aggregate of 250,000 shares of its common stock at an exercise price of $4.00 per share to employees, directors, consultants and non-employee service providers pursuant to its 2021 Equity Incentive Plan. These options vest ratably over a period of three years and expire ten years from the date of grant and the fair value of these options were calculated using the Black-Scholes-Merton model.

A summary of the activity related to stock option units granted is as follows:

		Summary of Stock Options Outstanding	
	Total Options	**Weighted Average Exercise Price per Option**	**Weighted Average Remaining Contractual Term (Years)**
Outstanding as of June 30, 2024	1,825,171	3.26	8.30
Granted	250,000	4.00	10
Exercised	(86,044)	0.44	-
Forfeited, canceled, or expired	-	-	-
Outstanding as of December 31, 2024	1,989,127	3.45	8.37
Exercisable as of December 31, 2024	1,431,732	3.30	7.94

		Summary of Stock Options Outstanding	
	Total Options	**Weighted Average Exercise Price per Option**	**Weighted Average Remaining Contractual Term (Years)**
Outstanding as of June 30, 2023	400,000	1.54	4.14
Granted	-	-	-
Exercised	-		
Forfeited, canceled, or expired	-		
Outstanding as of December 31, 2023	400,000	1.54	3.39
Exercisable as of December 31, 2023	400,000	1.54	3.39

A summary of the activity related to vested and unvested stock option units granted is as follows:

	Options Outstanding	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value	Average Remaining Contractual Life (Years)
Balance – June 30, 2023, unvested	-	$ -	$ -	-
Options issued	1,425,171	3.74	1.84	10.00
Options vested	(987,534)	3.74	1.84	10.00
Options expired	-	-	-	-
Options exercised	-	-	-	-
Balance – June 30, 2024, unvested	437,637	$ 3.74	1.84	9.75
Options issued	250,000	4.00	1.94	10.00
Options vested	(130,242)	3.78	1.86	
Options expired	-	-	-	-
Balance – December 31, 2024, unvested	557,395	$ 3.85	$ 1.88	9.48

The Company valued options issued in April 2024 using the Black Scholes model utilizing volatility 45%, and a risk-free rate of 4.18%. The fair value of the options was $1.84 per option.

The Company valued options issued in September 2024 using the Black Scholes model utilizing volatility 45%, and a risk-free rate of 3.75%. The fair value of the options was $1.94 per option.

The Company recorded share-based compensation expense of $109,157 and $176,188 during the three and six months ended December 31, 2024, which is included in educational services. Unamortized compensation expense associated with unvested options is $1,045,157 and $737,333 as of December 31, 2024 and June 30, 2024, respectively. The weighted average period over which these costs are expected to be recognized is approximately 2.45 and 2.75 years.

Note 15 - Other Commitments and Contingency

Regulatory

In order for students to participate in Title IV federal financial aid programs, the Company is required to maintain certain standards of financial responsibility and administrative capability. In addition, the Company is accredited with ACCET and ABHES and approved by other agencies and must comply with rules and regulations of the accrediting body. As a result, the Company may be subject from time to time to audits, investigations, claims of noncompliance or lawsuits by governmental agencies, regulatory bodies, or third parties. While there can be no assurance that such matters will not occur and if they do occur will not have a material adverse effect on these financial statements, management believes that the Company has complied in all material respects with all regulatory requirements as of the date of the financial statements.

The Company is subject to extensive regulation by federal and state governmental agencies and accrediting bodies. In particular, the Higher Education Act of 1965, as amended (the "Higher Education Act"), and the regulations promulgated thereunder by ED, subject the Company to significant regulatory scrutiny on the basis of numerous standards that schools must satisfy in order to participate in the various federal student financial assistance programs under Title IV of the Higher Education Act.

Composite Score

As described above, ED requires institutions to meet standards of financial responsibility. ED deems an institution financially responsible when the composite score is at least 1.5. The Company's composite score was 3.0 for the fiscal year ended June 30, 2024.

90/10 Disclosure

The Company derives a substantial portion of its revenues from student financial aid received by its students under the Title IV programs administered by ED pursuant to the Higher Education Act. To continue to participate in the student financial aid programs, the Company must comply with the regulations promulgated under the Higher Education Act. The regulations restrict the proportion of cash receipts for tuition and fees from eligible programs to not more than 90% from Title IV programs (the "90/10 revenue test"). If an institution fails to satisfy the test for one year, its participation status becomes provisional for two consecutive fiscal years. If the test is not satisfied for two consecutive years, eligibility to participate in Title IV programs is lost for at least two fiscal years. Using ED's cash-basis, regulatory formula under the 90/10 Rule, as in effect for its 2024 fiscal year, HDMC, CCC and Integrity derived 87.55%,79.51% and 84.19% for its 90/10 revenue from Title IV program funds, respectively, for the fiscal year ended June 30, 2024.

Litigation

The Company is unaware of any other pending or threatened litigation arising from services currently or formerly performed by the Company. The Company is unaware of any possible claiming that could have a material adverse effect on the Company's business, results of operations or financial condition.

Note 16 – Subsequent Events

A total of 7,445 stock options were exercised in February 2025 at $3.74 per share.

On February 1, 2025 the Company entered into a lease extension agreement with a lessor for a property located in Temecula, CA under which a lease originally entered into in January 2018 and expiring in January 2026 was extended for a further two (2) years, expiring on January 31, 2028. Under the terms of lease extension agreement, the Company will pay base rent of a cumulative $46,004 commencing February 1, 2026 and $47,155 commencing February 1, 2027 and shall receive and abatement for each of months 12 and 14 of the term. The lease may be further extended for up to three (3) additional 12-month terms no later than 12 months prior to the lease expiration. All other terms and conditions of he original lease remain in effect during the extension term.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and the related notes appearing elsewhere in this Quarterly Report on Form 10-Q. In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those discussed below. Factors that could cause or contribute to such differences include, but are not limited to, those identified below, and those discussed in the section titled "Risk Factors" included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2024 as may be amended, supplemented or superseded from time to time by other reports we file with the SEC. All amounts in this report are in U.S. dollars, unless otherwise noted.

Throughout this Quarterly Report on Form 10-Q references to "we," "our," "us," the "Company," or "Legacy," refer to Legacy Education Inc.

Overview

We provide career-focused, post-secondary education services to students at all stages of adult life, from recent high school graduates to working parents, through our accredited academic institutions: High Desert Medical College, which we acquired in July 2010, Central Coast College, which we acquired in January 2019, Contra Costa Medical Career College, which we acquired in December 2024, and Integrity College of Health. On December 31, 2019, we entered into a Membership Interest Purchase Agreement with the sole member of Integrity. We purchased from the sole member of Integrity on that date 24.5% of her interest and obtained an exclusive option to acquire her remaining membership interest upon payment of $100, which was exercised on September 15, 2020. For purposes of our financial statements, the acquisition of Integrity is deemed to have been effective as of December 31, 2019. We recently acquired Contra Costa Medical Career College in December 2024.

High Desert Medical College

HDMC was established in the State of California in 2002 and began offering classes in 2003. It started with campuses in Lancaster, California, and added its first branch in 2008 in Bakersfield, California. Due to enrollment growth and high demand for its services, HDMC expanded to add a branch campus in Temecula, California campus in order to accommodate 250 to 400 additional students. HDMC offers UT, VN, VN Associate of Applied Science degree program, Associate Degree of Nursing, nursing assistant, MRI Associate of Applied Science, cardiac sonography, pharmacy technician, dental assisting, clinical medical assisting, medical administrative assisting programs, medical billing and coding, veterinary assistant, phlebotomy technician avocational, nursing assistant avocational, and UT Associate of Applied Science degree programs. HDMC also plans to offer an emergency medical technician (EMT) program beginning in October 2024 and is in the process of obtaining approvals for the program (for which HDMC is not planning to apply for ED approval to make Title IV Program funds available for students who enroll in the program). As of December 31, 2024, HDMC had 1,774 students enrolled in its programs.

Central Coast College

CCC was established in the State of California in 1983. In 1991, CCC moved to its current location in Salinas, California to accommodate growing enrollment numbers and the addition of new training programs.

CCC offers the following certificate or degree programs: business administrative specialist, computer specialist: accounting, medical administrative assistant, medical assisting, nursing assistant, UT, UT Associate of Applied Science, veterinary assistant, veterinary technology Associate of Applied Science, and VN. CCC also offers an avocational phlebotomy technician program. CCC also has obtained approval from ACCET to offer the following programs and plans to begin doing so in October 2024, pending additional approvals: surgical technology (Associate of Applied Science), dental assisting, and sterile processing technician. CCC is also in the process of applying for approvals for a pharmacy technician program and an Associate Degree in Nursing program that it intends to provide in the future. As of December 31, 2024, CCC had 448 students enrolled in its programs.

Integrity College of Health

Integrity was established in the State of California in 2007. Integrity's campus is located in Pasadena, California. Integrity offers VN, VN Associate of Applied Science, Registered Nurse to Bachelor of Science in Nursing ("RN to BSN"), medical assisting, medical billing and coding, veterinary assistant, and Diagnostic Medical Sonography programs. Integrity also plans to offer an emergency medical technician (EMT) program beginning in October 2024 and is in the process of obtaining approvals for the program (for which Integrity is not planning for ED approval to make Title IV funds available for students who enroll in the program). For purposes of our financial statements, Legacy Education, L.L.C. is deemed to have acquired Integrity in December 2019. As of December 31, 2024, Integrity had 157 students enrolled in its programs.

Contra Costa Medical Career College

Contra Costa was established in the state of California in 2007. Contra Costa's campus is located in Antioch, California. Contra Costa offers VN, surgical technology, sterile processing technician, medical assisting, diagnostic medical sonography, EKG/ECG technician, and medical administrative assistant/billing and coding specialist.

Recent Developments

On December 18, 2024, Legacy Education Antioch, LLC, a wholly-owned subsidiary of Legacy LLC (as defined herein) (the "Buyer"), completed its previously announced acquisition of substantially all of the assets comprising the postsecondary institution known as Contra Costa Medical Career College located in Antioch, California (the "CCMCC Assets") pursuant to that certain asset purchase agreement (the "APA") dated October 22, 2024 by and among the Buyer, Legacy Education Inc. (the "Company"), Legacy Education, LLC, a wholly-owned subsidiary of the Company ("Legacy LLC" and together with the Company and the Buyer, the "Buyer Parties"), Contra Costa Medical Career College, Inc. ("CCMCC"), Contra Costa Medical Career College Online, Inc. ("CCMCC Online" and together with CCMCC, "Sellers"), and, solely with respect to certain portions of the APA, Stacey Orozco and Bulmaro Orozco, the sole owners CCMCC and CCMCC Online (collectively, the "Owners"), as previously disclosed in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 25, 2024.

Pursuant to the APA, on the Closing Date, the Buyer acquired the CCMCC Assets for: (i) $6,133,079 paid in cash on the Closing Date (which was $6,600,000 pursuant to the APA adjusted for certain estimated closing capital as set forth in the APA); (ii) the delivery by the Buyer to the Sellers of a promissory note (the "Note") in the principal amount of $400,000, which Note is guaranteed by the Company and Legacy LLC, accrues interest at a rate of 6% per annum and is payable in 12 equal monthly installments beginning on the one-month anniversary of the Closing Date; and (iii) the issuance of 118,906 shares (the "Legacy Shares") of the Company's common stock to Equiniti Trust Company, LLC ("Equiniti"), as escrow agent for CCMCC, pursuant to the that certain Stock Escrow Agreement by and among the Buyer, CCMCC and Equiniti dated as of December 18, 2024 (the "Stock Escrow Agreement"). The Legacy Shares will be held in escrow for a period of one year following the Closing Date and subject to any indemnification claims made by the Buyer pursuant to the APA that are not fully resolved and satisfied prior to the end of such one-year period either by payments made by Sellers or by offsets made by Buyer against any one or more of the payments due under the Note.

Regulatory Updates

Acquisition Agreement with Contra Costa Medical Career College

As previously reported on a Current Report on Form 8-K filed with the SEC, on October 22, 2024, Legacy Education Antioch, LLC, a wholly-owned subsidiary of Legacy LLC (as defined herein) (the "Buyer") entered into an asset purchase agreement (the "APA") with Legacy Education Inc. (the "Company"), Legacy Education, LLC, a wholly-owned subsidiary of the Company ("Legacy LLC" and together with the Company and the Buyer, the "Buyer Parties"), Contra Costa Medical Career College, Inc. ("CCMCC"), Contra Costa Medical Career College Online, Inc. ("CCMCC Online" and together with CCMCC, "Sellers") and, solely with respect to certain portions of the APA, Stacey Orozco and Bulmaro Orozco, the sole owners CCMCC and CCMCC Online (the "CCMCC Transaction"). The CCMCC Transaction was consummated on December 18, 2024.

When a company acquires an institution that is eligible to participate in the Title IV Programs, like CCMCC, the acquisition generally will result in the institution undergoing a change of ownership resulting in a change of control as defined by ED and under the rules of other educational agencies and accreditors. Upon such a change, an institution's eligibility to participate in the Title IV Programs is generally suspended until it has applied for recertification by ED as an eligible school under its new ownership, which requires that the school also re-establish its state authorization and accreditation. ED may temporarily and provisionally certify an institution seeking approval of a change of control under certain circumstances while ED reviews the institution's application. The temporary provisional certification typically remains in effect on a month-to-month basis during ED's review of the application as long as the school timely submits certain documentation during the course of ED's review. Legacy timely submitted a materially complete change in ownership application to ED and CCMCC is now a party to a temporary provisional program participation agreement ("TPPPA") that allows CCMCC to continue participating in the Title IV Programs. CCMCC also timely filed the required documentation for the TPPPA to remain in effect during ED's review of the change of ownership.

CCMCC's TPPPA contains conditions on its participation in the Title IV Programs that are typically imposed by ED when a change of ownership occurs. These conditions include restrictions on growth (e.g., the addition of new programs and locations, increase in credential level, change in program length), bi-weekly and monthly financial reporting, and a reporting requirement related to certain types of student complaints. If CCMCC does not timely comply with these reporting requirements, or its reports contain information of concern to ED, ED may request further information from CCMCC or the Company or take action against CCMCC or the Company.

We cannot predict the timing or outcome of ED's review of the change of ownership of CCMCC. The time required for ED to act on such an application for approval of a change of ownership resulting in a change of control may vary substantially. ED recertification of an institution following a change of control will be on a provisional basis if ED approves the institution's application and could contain restrictions or conditions depending on the outcome of its review of the institution under the new ownership including its administrative capability and financial stability. See Annual Report at Form 10-K at "Education Regulations" and "School Acquisitions."

The approval processes for state and accrediting agencies vary in scope and timing with some agencies requiring approval prior to the acquisition and others not conducting their review until after the acquisition has taken place. With regard to the agencies that accredit CCMCC and CCMCC Online, authorize them to operate in the state of California, or approve their programs:

- **California Bureau for Private Postsecondary Education ("BPPE")**: Institutions that are licensed by BPPE by means of accreditation, like CCMC, are required to notify BPPE of the change within 30 days of the change and demonstrate that the substantive change was made in accordance with the institution's accreditation standards. CCMCC submitted an Application for a Change of Business Organization/Control/Ownership to BPPE on January 16, 2025 which included ACCET's approval of the change of ownership. By letter dated January 31, 2025, BPPE approved CCMCC to operate under its new ownership.

- **Accrediting Council for Continuing Education and Training ("ACCET")**: ACCET accreditation standards require that institutions undergoing a change in ownership or control submit notice at least ten days prior to a prospective agreement for the change. ACCET also requires submission of an application for approval of the change in ownership or control within ten days following the change. CCMCC submitted the application on December 27, 2024. By letter dated January 15, 2025, ACCET reinstated CCMCC's accreditation following the change in ownership.
- **California State Approving Agency for Veterans Education ("CSAAVE")**: CSAAVE requires approved institutions to make a post-change submission to CSAAVE for approval of the change when there has been a material change to the institution's current approval. CCMCC provided notice to CSAAVE of the change on

November 12, 2024 and is preparing to submit the change of ownership forms.

- **Accreditation Bureau of Health Education Schools ("ABHES")**: ABHES requires institutions that hold ABHES programmatic accreditation to notify it of any change in organizational oversight or legal structure, and to submit a completed application for change in legal status, ownership, or control within five days after the change. CCMCC submitted the application on December 23, 2024. By letter dated January 29, 2025, ABHES approved the change in ownership.
- **California Board of Vocational Nursing and Psychiatric Technicians ("BVNPT")**: BVNPT instructed CCMCC to submit formal notification of the change of ownership after receiving BVNPT's approval to admit a new class of students. CCMCC received such approval on February 4, 2025 and submitted the required form for the change of ownership on February 12, 2025.
- **California Department of Public Health, Laboratory Field Services ("CDPH")**: CDPH requires certain training programs undergoing a change of ownership to notify CDPH within 30 days after the change has occurred and submit a new application package. CCMCC notified CDPH of the change and submitted the application on February 6, 2025.

If agencies require us to obtain approvals in connection with the CCMCC Transaction, we will be required to undergo an application process for approvals from the applicable agencies and could be subject to conditions or restrictions (or loss of approval) depending on the outcome of the approval process. We will be required to make or obtain notices and/or approvals prior to the CCMCC Transaction from those agencies that require notice and/or approval to be made or obtained prior to the occurrence of a change in ownership or control. If any applicable agencies determine that we did not follow required procedures in providing notification and seeking approval of the CCMCC Transaction, or if any agencies do not approve the CCMCC Transaction, we could be subject to sanctions by the applicable agencies including loss of CCMCC's approvals from these agencies.

Negotiated Rulemaking

ED has promulgated a substantial number of new regulations in recent years that impact our business on a broad range of topics that have had significant impacts on our business, requiring a large number of reporting and operational changes and resulting in changes to and elimination of certain educational programs. Future regulatory actions by ED or other agencies that regulate our institutions are likely to occur and to have significant impacts on our business, require us to change our business practices and incur costs of compliance and of developing and implementing changes in operations, as has been the case with past regulatory changes. See Annual Report at Form 10-K at "Negotiated Rulemaking."

In October through December 2023, ED conducted negotiated rulemaking to develop new regulations related to student debt relief. ED published proposed regulations on this topic on April 17, 2024, and October 31, 2024. However, ED subsequently withdrew these proposed regulations effective December 20, 2024.

In January through March 2024, ED conducted negotiated rulemaking to prepare proposed regulations on a variety of topics including but not limited to cash management, state authorization, distance education, return of Title IV, and accreditation. In December 2024, ED announced that it terminated its negotiated rulemaking process with respect to state authorization, accreditation, and cash management. ED could initiate additional negotiated rulemaking on a variety of topics in the future. ED could also publish new or revised guidance in the future on a variety of topics that could subject us to additional requirements. We cannot predict the ultimate timing, content, and impact of any regulations and guidance ED might propose and ultimately adopt.

On July 24, 2024, ED published proposed regulations to the Federal Register related to return of Title IV calculations and distance education. On January 3, 2025, ED published final regulations pertaining to returns of Title IV Program funds, which have a general effective date of July 1, 2026. The final regulations cover topics including calculating the date a student withdrew from the institution, refunds for clock hour programs, refunds for modules, and refunds for students who do not begin attendance at the school or who withdraw from school. The final regulations also add a definition of "distance education course" and require reporting related to student enrollment in distance education courses, but did not include other distance education proposals such as attendance requirements for distance education programs.

There are indications based on the recent elections that the new administration, and potentially the U.S. Congress, will attempt to dissolve ED, diminish its operational role, and/or transfer some or all of its functions to one or more agencies. We continue to monitor developments in this area, but cannot yet predict whether the administration or Congress will be successful in implementing such a proposal or whether such a proposal would disrupt or change the availability of Title IV funds to us and our students or change the rules applicable to us and our schools to continue receiving Title IV funds. Any executive or legislative action impacting ED, the availability of Title IV funds, or the rules applicable to us could have a material adverse effect on us and our institutions.

We cannot predict with certainty the ultimate combined impact of the regulatory changes which have occurred in recent years, nor can we predict the effect of future legislative or regulatory action by federal, state or other agencies regulating our education programs or other aspects of our operations, how any resulting regulations will be interpreted or whether we and our institutions will be able to comply with these requirements in the future. Any such actions by legislative or regulatory bodies that affect our programs and operations could have a material adverse effect on us and our student population and our institutions, including the need to cease offering a number of programs.

90/10 Rule

Under the HEA, a proprietary institution that derives more than 90% of its total revenue from the Title IV Programs or, for fiscal years beginning on or after January 1, 2023, from all federal educational assistance funds, for two consecutive fiscal years becomes immediately ineligible to participate in the Title IV Programs and may not reapply for eligibility until the end of at least two fiscal years ("90/10 Rule"). An institution whose receipts of applicable funds exceeds 90% of revenue for a single fiscal year will be placed on provisional certification, be required to notify ED and its students of the possibility of a loss of Title IV Program eligibility, and may be subject to other enforcement measures, including a requirement to submit a letter of credit. See Annual Report at Form 10-K at "90/10." We have calculated the 90/10 Rule percentages for the 2024 fiscal year as follows for HDMC, CCC and Integrity: HDMC 87.55%; CCC 79.51%; and Integrity 84.19%, respectively.

Key Financial Metrics

Revenue

Tuition revenue is primarily derived from postsecondary education services provided to students. Generally, tuition and other fees are paid upfront and recorded in contract liabilities in advance of the date when education services are provided to the student. A tuition receivable is recorded for the portion of tuition not paid in advance. In some instances, installment billing is available to students which reduces the amount of cash consideration received in advance of performing the service. The contractual terms and conditions associated with installment billing indicate that the student is liable for the total contract price, therefore mitigating the Company's exposure to losses associated with nonpayment. Tuition revenue is recognized ratably over the instruction period. The Company generally uses the time elapsed method, an input measure, as it best depicts the simultaneous consumption and delivery of tuition services. Revenue associated with distinct course materials is recognized at the point of time when control transfers to the student, generally when the materials are delivered to the student. Revenue associated with lab services is recognized over the period of time when the service is performed.

Enrollments

Enrollments are a function of the number of continuing students at the beginning of each period and new enrollments during the period, offset by students who either graduated or withdrew during the period.

Costs and expenses

Educational service. This expense consists primarily of costs related to the administration and delivery of educational programs by our academic institutions. This expense category includes salaries, benefits, share-based compensation, student books, student supplies and occupancy costs.

General and administrative. This expense includes bad debt expense, share-based compensation, legal and professional fees, insurance, accreditation fees, and travel of employees engaged in corporate management, finance, human resources, compliance and other corporate functions. This expense also includes marketing and advertising costs, which are expensed in the fiscal year incurred.

Depreciation and amortization. This expense reflects depreciation and amortization of property and equipment, amortization of assets under capital leases and amortization of intangible assets.

Interest expense

This expense reflects interest paid under notes issued to our investors, IRS interest, non-cash interest related to unit option grants, interest related to notes associated with CCC, and other debt related interest.

Interest income

This income relates to interest received from investments.

Factors Affecting Comparability

We believe the following factors have had, or can be expected to have, a significant effect on the comparability of recent or future results of operations:

Seasonality

Our operations are generally subject to seasonal trends. We generally experience a seasonal increase in new enrollments during the first quarter of our fiscal year, as well as during the third quarter each year, when most other colleges and universities begin their fall semesters and subsequent to holiday break. While we enroll students throughout the year, our second quarter revenue generally is lower than other quarters due to the holiday season.

Critical Accounting Policies and Use of Estimates

The preparation of the financial statements included elsewhere in this Quarterly Report on Form 10-Q requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses, and related disclosures. We evaluate our estimates and assumptions on an ongoing basis. Our estimates are based on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Our actual results could differ from these estimates.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant items subject to such estimates and assumptions include the evaluation of the Company's distinct performance obligations, the valuation of equity instruments and valuation allowances for credit losses related to accounts receivable.

Allowance for credit losses

We record an allowance for doubtful credit losses for estimated losses resulting from the inability, failure or refusal of our students to make required payments, which includes the recovery of financial aid funds advanced to a student for amounts in excess of the student's cost of tuition and related fees. We determine the adequacy of our allowance for doubtful accounts based on an analysis of our historical bad debt experience, current economic trends, and the aging of the accounts receivable and student status. We apply reserves to our receivables based upon an estimate of the risk presented by the age of the receivables and student status. We write off account receivable balances of inactive students at the earlier of the time the balances were deemed uncollectible, or one year after the revenue is generated. Bad debt expense is recorded as a general and administrative expense in the income statement. The Company performs an analysis annually to determine which accounts are uncollectable and write them off.

Impairment of long-lived assets

We evaluate the recoverability of our long-lived assets for impairment, other than goodwill, whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to undiscounted future net cash flows expected to be generated by the assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Fair value estimates are based on assumptions concerning the amount and timing of estimated future cash flows. We had no long-lived asset impairments as of December 31, 2024, September 30, 2024 and June 30, 2023, respectively

Income taxes

GAAP requires management to evaluate tax positions taken by us and recognize a tax liability if we have taken an uncertain position that is more likely than not would be sustained upon examination by the Internal Revenue Service. Management has analyzed our tax positions and believes there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statement.

Corporate tax applies to corporations and limited liability companies that elect to be treated as corporations. The federal income tax rate for c-corporations is 21% and the state tax rate is 8.84%, and it applies to net taxable income from business activity in California.

Corporations are not subject to the state's franchise tax, but they are subject to the alternative minimum tax ("AMT") of 6.65%, which limits the effectiveness of a business writing off expenses against income to lower its corporate tax rate. C-corporations pay the state corporate tax of 8.84% or AMT of 6.65%, depending on whether they claim net taxable income.

We account for income taxes payable or refundable for the current year and deferred tax assets and liabilities for future tax consequences of events that have been recognized in our financial statements or tax returns. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which the temporary differences are expected to be realized.

Share Based Compensation

The Company utilizes ASC 718, *Stock Compensation,* related to accounting for share-based payments and, accordingly, records compensation expense for share-based awards based upon an assessment of the grant date fair value for stock options and restricted stock awards. The Company estimates the fair value of stock-based compensation awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as an expense over the requisite service periods in the Company's consolidated statements of operations. The Company estimates the fair value of stock-based compensation awards using the Black-Scholes model. This model requires the Company to estimate the expected volatility and value of its common stock and the expected term of the stock options, all of which are highly complex and subjective variables. The expected life was calculated based on the simplified method as described by the SEC Staff Accounting Bulletin No. 110, Share-Based Payment. The Company's estimate of expected volatility was based on the volatility of peers. The Company has selected a risk-free rate based on the implied yield available on U.S. Treasury securities with a maturity equivalent to the expected term of the options. The Company accounts for forfeitures upon occurrence.

Goodwill and Other Indefinite-lived Assets

We test goodwill and other indefinite-lived assets for impairment at least annually, or more frequently if events or changes in circumstances indicate that the asset may be impaired. There were no goodwill or other indefinite-lived intangible asset impairments for the periods presented, and based on current qualitative impairment tests, goodwill and other indefinite-lived intangible assets are not as risk of failing.

Results of Operations

Three Months Ended December 31, 2024 Compared to Three Months Ended December 31, 2023

The following table sets forth our consolidated statements of income data as a percentage of revenue for the three months ended December 31, 2024 and 2023:

	Three months ended December 31,		Percentage Change
	2024	**2023**	**(decrease)**
Revenue	100%	100%	
Costs and expenses:			
Educational services	54.8%	52.4%	2.4%
General and administrative	31.9%	31.1%	0.8%
General and administrative – related party	0.3%	0.4%	-0.1%
Depreciation and amortization	0.8%	0.6%	0.2%
Total costs and expenses	87.8%	84.5%	3.3%
Operating income	12.2%	15.5%	-3.3%
Interest expense	-0.2%	-0.3%	0.1%
Interest income	2.1%	1.7%	0.4%
Income before income taxes	14.1%	16.9%	-2.8%
Income tax expense	-3.9%	-4.7%	0.8%
Net income	10.2%	12.2%	-2.0%

Revenue. Our revenue was approximately $13.7 million for the three months ended December 31, 2024 compared to approximately $10.5 million for the three months ended December 31, 2023, an increase of approximately $3.2 million, or approximately 29.2%. The increase is primarily due to a 44.8% increase in ending enrollment from 1,912 to 2,768 supported by a 3.0% increase in starts from 337 to 347 in the quarter compared to prior year as well as the acquisition of CCMCC adding 389 students.

Educational services. Our educational services expense was approximately $7.5 million for the three months ended December 31, 2024 compared to approximately $5.5 million for the three months ended December 31, 2023, an increase of approximately $2.0 million, or approximately 35.3%. The increase was primarily attributable to the increased instructional and staffing required to support the increase in enrollments as well as increased rent and externship fees and public company costs and our investments in our RN program.

General and administrative expense. Our general and administrative expense was approximately $4.3 million for the three months ended December 31, 2024 compared to approximately $3.2 million for the three months ended December 31, 2023, an increase of approximately $1.1 million, or approximately 32.5%. The increase was primarily attributable to an increase in marketing expense, professional fees and bad debt expense. Of the total general and administrative expense, $1.15 million and $1.0 million relate to marketing expense for the first quarter of fiscal 2025 and 2024, respectively.

Depreciation and amortization. Our depreciation and amortization expense was approximately $0.1 million for the three months ended December 31, 2024 compared to approximately $0.1 million for the three months ended December 31, 2023.

Interest expense. Our interest expense was approximately $0.0 for the three months ended December 31, 2024 compared to approximately $0.0 for the three months ended December 31, 2023.

Income tax expense. Our income tax expense was approximately $0.5 million for the three months ended December 31, 2024 compared to approximately $0.5 million for the three months ended December 31, 2023.

Net Income. Our net income was approximately $1.4 million for the three months ended December 31, 2024 compared to approximately $1.3 million for the three months ended December 31, 2023, an increase of approximately $0.1 million, or approximately 8.5%, due to the reasons mentioned above.

Six Months Ended December 31, 2024 Compared to Six Months Ended December 31, 2023

The following table sets forth our consolidated statements of income data as a percentage of revenue for the six months ended December 31, 2024 and 2023:

	Six months ended December 31,		Percentage Change
	2024	**2023**	**(decrease)**
Revenue	100%	100%	
Costs and expenses:			
Educational services	53.1%	53.8%	-0.7%
General and administrative	30.1%	30.8%	-0.7%
General and administrative – related party	0.5%	0.4%	0.1%
Depreciation and amortization	0.7%	0.6%	0.1%
Total costs and expenses	84.4%	85.6%	-1.2%
Operating income	15.6%	14.4%	1.2%
Interest expense	-0.2%	-0.3%	0.1%
Interest income	2.0%	1.6%	0.4%
Income before income taxes	17.4%	15.7%	1.7%
Income tax expense	-4.8%	-4.4%	-0.4%
Net income	12.6%	11.3%	1.3%

Revenue. Our revenue was approximately $27.6 million for the six months ended December 31, 2024 compared to approximately $20.9 million for the six months ended December 31, 2023, an increase of approximately $6.7 million, or approximately 32.1%. The increase is primarily due to a 44.8% increase in ending enrollment from 1,912 to 2,768 supported by a 16.2% increase in starts from 964 to 1,120 in the quarter compared to prior year as well as the acquisition of CCMCC adding 389 students.

Educational services. Our educational services expense was approximately $14.7 million for the six months ended December 31, 2024 compared to approximately $11.3 million for the six months ended December 31, 2023, an increase of approximately $3.5 million, or approximately 30.4%. The increase was primarily attributable to the increased instructional and staffing required to support the increase in enrollments as well as increased rent and externship fees and public company costs and our investments in our RN program.

General and administrative expense. Our general and administrative expense was approximately $8.3 million for the six months ended December 31, 2024 compared to approximately $6.4 million for the six months ended December 31, 2023, an increase of approximately $1.9 million, or approximately 29.2%. The increase was primarily attributable to an increase in marketing expense, professional fees and bad debt expense. Of the total general and administrative expense, $2.3 million and $2.1 million relate to marketing expense relate for the first six months of fiscal 2025 and 2024, respectively.

Depreciation and amortization. Our depreciation and amortization expense was approximately $0.2 million for the six months ended December 31, 2024 compared to approximately $0.1 million for the six months ended December 31, 2023.

Interest expense. Our interest expense was approximately $0.1 for the six months ended December 31, 2024 compared to approximately $0.1 for the six months ended December 31, 2023.

Income tax expense. Our income tax expense was approximately $1.3 million for the six months ended December 31, 2024 compared to approximately $0.9 million for the six months ended December 31, 2023, an increase of approximately $0.4 million, or approximately 45.9%. The increase is primarily attributable to the increase in income.

Net Income. Our net income was approximately $3.5 million for the six months ended December 31, 2024 compared to approximately $2.4 million for the six months ended December 31, 2023, an increase of approximately $1.1 million, or approximately 47.9%, due to the reasons mentioned above.

Liquidity and Capital Resources

Our cash and cash equivalents were approximately $16.9 million and $10.4 million as of December 31, 2024, and June 30, 2024, respectively.

We are not party to a revolving line of credit or other debt facility.

Based on our current level of operations and anticipated growth, we believe that our cash flow from operations, the proceeds from our initial public offering and other sources of liquidity, including cash and cash equivalents, will provide adequate funds for ongoing operations, planned capital expenditures and working capital requirements for at least the next 12 months.

Capital expenditures were approximately $0.4 million and $0.3 million for the six months ended December 31, 2024, and 2023, respectively.

Title IV and other government funding

A significant portion of our revenue is derived from student tuition payments funded by the Title IV Programs. As such, the timing of disbursements under the Title IV Programs is based on federal regulations and our ability to successfully and timely arrange financial aid for our students. Title IV Program funds are generally provided in multiple disbursements before we earn a significant portion of tuition and fees and incur related expenses over the period of instruction. Students must apply for new Title IV Program loans and grants each academic year. These factors, together with the timing of our students beginning their programs, affect our operating cash flow.

Financial responsibility

Based on the most recent fiscal year-end financial statements, we satisfied the composite score requirement of the financial responsibility test which institutions must satisfy in order to participate in the Title IV Programs.

Cash Flow Activities for the Six Months Ended December 31, 2024 and 2023

Operating activities

Net cash provided by operating activities was approximately $3.8 million and $2.9 million for the six months ended December 31, 2024, and 2023, respectively. The increase of approximately $0.9 million is primarily attributable to an increase in earnings.

Investing activities

Net cash used in investing activities was approximately $6.6 million for the six months ended December 31, 2024, and approximately $0.3 million for the six months ended December 31, 2023, an increase of approximately $6.3 million primarily attributed to the acquisition of CCMCC of $6.1 million.

Financing activities

Net cash provided by financing activities was approximately $9.2 million for the six months ended December 31, 2024, and net cash used of approximately $0.3 million for the six months ended December 31, 2023, an increase of approximately $8.8 million due to the net proceeds of $9.2 million from our initial public offering ("IPO").

Financings

- From July 2021 to September 2021, the Company issued 108,333 shares of common stock to investors at a purchase price of $3.00 per share for total proceeds of $325,000.

- From July 2022 to June 2023, the Company issued dividends of $929,116

- From July 2024 to September 2024, the Company issued 2,500,000 shares of common stock as part of its IPO at a price of $4.00 per share for gross proceeds of $10,000,000

- From October 2024 to December 2024, the Company issued 375,000 shares of common stock pursuant to the exercise of the over-allotment option by the underwriters to the IPO, at a price of $4.00 per share for gross proceeds of $1,500,000.

Impact of Inflation

We believe that inflation has not had a material impact on our results of operations for the three or six months ended December 31, 2024, and 2023. There can be no assurance that future inflation will not have an adverse impact on our operating results and financial condition.

Segment Information

We operate in one reportable segment as a single educational delivery operation using a core infrastructure that serves the curriculum and educational delivery needs of our institution's students regardless of geography. Our chief operating decision maker, our CEO and President, manages our operations as a whole, and our chief operating decision maker does not evaluate expenses or operating income information on a component level.

Recent Accounting Pronouncements

In June 2016, the FASB issued ASU 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13"). ASU 2016-13 provides guidance for recognizing credit losses on financial instruments based on an estimate of current expected credit losses model. The amendments are effective for fiscal years beginning after December 15, 2019. Recently, the FASB issued the final ASU to delay adoption for smaller reporting companies for fiscal years beginning after December 15, 2022. We adopted ASU 2016-13 on July 1, 2023 and it did not have a material impact on our consolidated financial statements and related disclosures.

In August 2020, the FASB issued ASU 2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity. This ASU amends the guidance on convertible instruments and the derivatives scope exception for contracts in an entity's own equity, and also improves and amends the related earnings per share guidance for both Subtopics. The ASU will be effective for smaller reporting companies for annual reporting periods beginning after December 15, 2023 and interim periods within those annual periods and early adoption is permitted. We adopted 2020-06 on July 1, 2024 and it did not have a material impact on our consolidated financial statements and related disclosures.

In November 2023, the FASB issued Accounting Standards Update 2023-07, *Segment Reporting—Improvements to Reportable Segment Disclosures* ("ASU 2023-07"), which requires incremental disclosures related to a public entity's reportable segments. Required disclosures include, on an annual and interim basis, significant segment expenses that are regularly provided to the chief operating decision maker and included within each reported measure of segment profit or loss, an amount for other segment items (which is the difference between segment revenue less segment expenses and less segment profit or loss) and a description of its composition, the title and position of the CODM, and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. The standard also permits disclosure of more than one measure of segment profit. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. We expect to adopt this policy effective for the fiscal year ended June 30, 2025 and are currently evaluating the impact of adopting ASU 2023-07 on our financial statements.

JOBS Act

On April 5, 2012, the JOBS Act was enacted. Section 107 of the JOBS Act provides that an “emerging growth company” can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act, for complying with new or revised accounting standards. In other words, an “emerging growth company” can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies.

We have chosen to take advantage of the extended transition periods available to emerging growth companies under the JOBS Act for complying with new or revised accounting standards until those standards would otherwise apply to private companies provided under the JOBS Act. As a result, our financial statements may not be comparable to those of companies that comply with public company effective dates for complying with new or revised accounting standards.

We are in the process of evaluating the benefits of relying on other exemptions and reduced reporting requirements provided by the JOBS Act. Subject to certain conditions set forth in the JOBS Act, as an “emerging growth company,” we intend to rely on certain of these exemptions, including, without limitation, (i) providing an auditor’s attestation report on our system of internal controls over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act and (ii) complying with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor’s report providing additional information about the audit and the financial statements, known as the auditor discussion and analysis. We will remain an “emerging growth company” until the earliest of (i) the last day of the fiscal year in which we have total annual gross revenues of $1.235 billion or more, as such amount is indexed for inflation every five years by the Securities and Exchange Commission to reflect the change in the Consumer Price Index for All Urban Consumers during its most recently completed fiscal year; (ii) the last day of our fiscal year following the fifth anniversary of the date of the completion of our initial public offering; (iii) the date on which we have issued more than $1 billion in nonconvertible debt during the previous three years; or (iv) the date on which we are deemed to be a large accelerated filer under the rules of the Securities and Exchange Commission.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is not required to provide the information required by this Item as it is a “smaller reporting company,” as defined in Rule 12b-2 of the Exchange Act.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our principal executive officer and principal financial officer evaluated the effectiveness of our “disclosure controls and procedures” as of December 31, 2024, the end of the period covered by this Quarterly Report on Form 10-Q. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is accumulated and communicated to a company’s management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and recognizes that any control and procedures, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. Based on the evaluation of our disclosure controls and procedures as of December 31, 2024, our Chief Executive Officer and our Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective.

Changes in Internal Control

There have been no significant changes in our internal control over financial reporting during the three and six months ended December 31, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we may be subject to litigation and claims arising in the ordinary course of business. We are not currently a party to any material legal proceedings and we are not aware of any pending or threatened legal proceeding against us that we believe could have a material adverse effect on our business, operating results, cash flows or financial condition.

ITEM 1A. RISK FACTORS

Risk factors that affect our business and financial results are discussed in Part I, Item 1A "Risk Factors," in our Annual Report on Form 10-K for the year ended June 30, 2024 as filed with the SEC on October 1, 2024 ("Annual Report"). Other than the information set forth in this Form 10-Q, including the section titled "Regulatory Updates," there have been no material changes in our risk factors from those previously disclosed in our Annual Report. You should carefully consider the risks described in our Annual Report which could materially affect our business, financial condition or future results. The risks described in our Annual Report are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, and/or operating results. If any of the risks actually occur, our business, financial condition, and/or results of operations could be negatively affected.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(a) Sales of Unregistered Securities.

On December 18, 2024, we issued 118,906 shares of common stock to Contra Costa Medical Career College ("CCMC") pursuant to that certain asset purchase agreement (the "APA") dated October 22, 2024 by and among the Buyer, Legacy Education Inc. (the "Company"), Legacy Education, LLC, a wholly-owned subsidiary of the Company ("Legacy LLC" and together with the Company and the Buyer, the "Buyer Parties"), CCMC, Contra Costa Medical Career College Online, Inc. ("CCMCC Online" and together with CCMCC, "Sellers"), and, solely with respect to certain portions of the APA, Stacey Orozco and Bulmaro Orozco, the sole owners CCMCC and CCMCC Online (collectively, the "Owners"). The shares of common stock are being held in escrow by Equinti Trust Company, LLC for a period of one year from the date of issuance.

The foregoing issuance was made in reliance upon Section 4(a)(2) of the Securities Act of 1933, as amended.

(b) Use of IPO Proceeds.

On September 27, 2024, we completed our IPO pursuant to which we issued and sold 2,500,000 shares of common stock at a price of $4.00 per share. We also issued 375,000 shares of common stock pursuant to the exercise by the underwriters of their over-allotment option, at a price to the public of $4.00 per share in the second quarter of fiscal 2025. The securities were sold pursuant to our Registration Statement on Form S-1 (File No. 333-281586) which was declared effective by the SEC on September 25, 2024.

We received net proceeds of approximately $7.9 million from the sale of the 2,500,000 shares of common stock after deducting underwriting discounts and commissions and offering expenses We also received net proceeds of approximately $1.4 million, which includes 375,000 shares of common stock issued pursuant to the exercise by the underwriters of their over-allotment option, after deducting underwriting discounts and commissions and offering expenses.

The offering commenced on September 25, 2024, and did not terminate before all securities registered in the registration statement were sold.

None of the expenses incurred by us were direct or indirect payments to any of (i) our directors or officers or their associates, (ii) persons owning 10% or more of our common stock, or (iii) our affiliates. Northland Securities, Inc., acted as book-running manager and representative of the underwriters for the IPO.

There has been no material change in the planned use of proceeds from our IPO from that described in the final prospectus related to the offering, dated September 25, 2024, as filed with the SEC on September 27, 2024.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Rule 10b5-1 Trading Plans

During the six months ended December 31, 2024, none of the Company's directors or executive officers adopted or terminated any contract, instruction or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement."

ITEM 6. EXHIBITS

Exhibit No.	Description
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File - the cover page from the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2024 is formatted in Inline XBRL

* Filed herewith.
** Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

	LEGACY EDUCATION INC.
Date: February 13, 2024	By: */s/ LeeAnn Rohmann* LeeAnn Rohmann Chief Executive Officer (Principal Executive Officer)
Date: February 13, 2024	By: */s/ Brandon Pope* Brandon Pope Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 31.1

Certification of Chief Executive Officer of Legacy Education Inc.
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, LeeAnn Rohmann, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Legacy Education Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures, and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 13, 2024	*/s/ LeeAnn Rohmann*
	LeeAnn Rohmann
	Chief Executive Officer
	(Principal Executive Officer)

Exhibit 31.2

Certification of Chief Financial Officer of Legacy Education Inc.
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Brandon Pope, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Legacy Education Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures, and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 13, 2024

/s/ Brandon Pope
Brandon Pope
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

Certification of Chief Executive Officer
Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, LeeAnn Rohmann, Chief Executive Officer of Legacy Education Inc. (the “Company”), hereby certifies that based on the undersigned’s knowledge:

1. The Company’s Quarterly Report on Form 10-Q for the period ended December 31, 2024 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 13, 2024

/s/ LeeAnn Rohmann
LeeAnn Rohmann
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

Certification of Chief Financial Officer
Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Brandon Pope, Chief Financial Officer of Legacy Education Inc. (the "Company"), hereby certifies that based on the undersigned's knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended December 31, 2024 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 13, 2024

/s/ Brandon Pope
Brandon Pope
Chief Financial Officer
(Principal Executive Officer)