

December 28, 2020

Re: Class Representatives and Class Counsel's Recommendation Regarding Proposed Class Settlement and Proposed Plan of Reorganization in Galileo Learning, LLC's Bankruptcy Case

Dear Presumed Class Member:


This letter is written on behalf of the class representatives, Nanette Kearney, Krister Johnson, and Sandra Shorago, and class counsel, Aiman-Smith & Marcy, P.C. and Hahn & Hahn LLP, who were appointed by the United States Bankruptcy Court for the Northern District of California to represent a class of certain customers/creditors in the bankruptcy case of Galileo Learning, LLC. More specifically, these individuals and law firms have been appointed to represent the interests of the class consisting of customers who paid deposits for Galileo's 2020 camp programs and were not refunded their deposits by Galileo following its cancellation of those camp programs. You have received this letter because you may be a member of the class (i.e., you have been identified as one of those customers by Galileo's records).

Galileo and the class representatives have reached, and the Court has preliminarily approved, a proposed class settlement, which addresses, among other things, what class members will receive from Galileo to resolve their claims. The settlement has also been incorporated into Galileo's proposed plan of reorganization, which represents Galileo's proposal of how it will resolve the claims of all of its creditors (including the class members). At this time, both the settlement and the plan remain subject to the Court's final approval, with the parties now seeking the final approval of both on parallel tracks. Along with this letter, you have received a package of materials relating to the settlement and the plan, including copies of each, as well as supplemental documents that explain your rights relating to each (e.g., your right to object to both the settlement and the plan). **While you should review all of the materials, it is strongly recommended that, at a minimum, you (a) carefully read the document entitled *Notice Regarding Class Certification, Settlement, and Final Approval Hearing* and (b) read, complete, sign, and return the document entitled *Settlement Response Form*.**


The purpose of this letter is to advise you of (a) the class representatives and class counsel's support for both the proposed class settlement and Galileo's proposed plan of reorganization and (b) their recommendation that you do not object to either the settlement or the plan. As you will see, the settlement and, by extension, the plan do not provide for eligible class members to be immediately paid back in full, despite what may otherwise be required by applicable bankruptcy law. After extensive negotiations with Galileo and a substantial review of its present and projected finances, it became clear that Galileo does not, and will not, have the means to repay eligible class members in full today or in the immediate future, and if obligated to do so, Galileo would be forced to close its doors and liquidate its remaining assets, resulting in each class member recovering, at best, only pennies on the dollar. Yet, if Galileo remains in business and can continue generating revenue from operating its camp programs, Galileo could rely on that revenue stream to repay eligible class members over time, allowing for the possibility of a greater overall recovery down the line than what would be recovered today from a liquidation. With that in mind, a compromise was reached where Galileo would pay each eligible class member back most of their claim, with interest, over a five-year period or offer, as alternatives, an immediately available credit or unlimited-use coupon to the class member if they preferred not to wait. While there will never be absolute certainty that Galileo can do everything it has agreed to do over the next five years under the settlement and the plan, the class representatives and class counsel believe that that possible risk outweighs the nearly certain outcome of the alternative, which is that class members will recover almost next to nothing if Galileo is liquidated. In other words, what is being offered to class members under the settlement and the plan represents what is believed to an optimal result for class members given the circumstances. Accordingly, it is the hope of the class representatives and class counsel that you similarly support the settlement and the plan.

Sincerely,

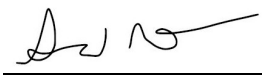
Class Representatives



Nanette Kearney




Krister Johnson

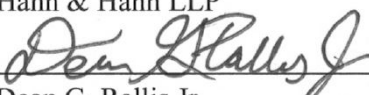


Sandra Shorago

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