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The following constitutes the order of the Court.
Signed: November 6, 2020

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Roger L. Efremsky
U.S. Bankruptcy Judge

10 Attorneys for Nanette Kearney, Sandra Shorago,
and Krister Johnson, Creditors and Putative Class
11 Representatives

12 **UNITED STATES BANKRUPTCY COURT**
13 **NORTHERN DISTRICT OF CALIFORNIA, OAKLAND DIVISION**

14 In re
15 GALILEO LEARNING, LLC,
16 Debtor.¹

Case Nos. 20-40857 (RLE)
20-40858 (RLE)

Chapter 11
(Jointly Administered)

17 In re
18 GALILEO LEARNING FRANCHISING
19 LLC,
20 Debtor.

**ORDER GRANTING CLASS
REPRESENTATIVE'S MOTION FOR
ORDER APPLYING CIVIL RULE 23 TO
CLAIMS ADMINISTRATION PROCESS
AND AUTHORIZING FILING OF CLASS
PROOF OF CLAIM**

- 21 Affects GALILEO LEARNING, LLC
22 Affects GALILEO LEARNING
23 FRANCHISING LLC,

Date: November 4, 2020
Time: 2:00 p.m.
Place: 1300 Clay Street
Courtroom 201
Oakland, California 94612

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27 ¹ These cases are being jointly administered, and all documents for either case should be filed in lead case number
28 20-40857 (RLE). The last four digits of each Debtor's federal tax identification number are as follows: Galileo
Learning, LLC (9453) and Galileo Learning Franchising LLC (5638). The mailing address for the Debtors is 1021
3rd Street, Oakland, California 94607.

1 On August 5, 2020, creditor and putative class representative Nanette Kearney filed the
2 *Class Representative’s Motion for Order Applying Civil Rule 23 to Claims Administration Process*
3 *and Authorizing Filing of Class Proof of Claim* (the “Motion”), at docket no. 148. The Motion was
4 supported by the memorandum of points and authorities and declarations of Nanette Kearney,
5 John Lofton, and Dean G. Rallis Jr. attached thereto.

6 On October 13, 2020, Nanette Kearney, along with creditors and additional putative class
7 representatives Sandra Shorago and Krister Johnson (collectively, the “Class Representatives”),
8 filed the *Supplement to Class Representative’s Motion for Order Applying Civil Rule 23 to Claims*
9 *Administration Process and Authorizing Filing of Class Proof of Claim* (the “Supplement”), at
10 docket no. 202. The Supplement was supported by the declarations of Sandra Shorago and Krister
11 Johnson attached thereto.

12 On November 4, 2020, the Court held a hearing on the Motion. Dean G. Rallis Jr., of Hahn
13 & Hahn LLP, and John Lofton, of Aiman-Smith & Marcy, P.C., appeared on behalf of the Class
14 Representatives. Neal L. Wolf, of Hanson Bridgett LLP, appeared on behalf of the debtor and
15 debtor in possession Galileo Learning, LLC (“Galileo”). Daniel H. Reiss, of Levene, Neale,
16 Bender, Yoo & Brill L.L.P., appeared on behalf of the Official Committee of Unsecured Creditors.
17 All other appearances are as noted on the record.

18 The Court having considered the Motion, the Supplement, and the supporting documents,
19 as well as oral argument from the parties at the hearing, and finding that no opposition to the
20 Motion has been filed, the criteria under Rule 23(a)(1)–(4) and (b)(1)(B) of the Federal Rules of
21 Civil Procedure (the “Civil Rules”) have been satisfied, and good cause otherwise exists to grant
22 the relief requested in the Motion, and for the reasons stated on the record,

23 **IT IS HEREBY ORDERED** that

- 24 1. The Motion is granted as set forth herein.
- 25 2. Pursuant to Rule 9014(c) of the Federal Rules of Bankruptcy Procedure (the
26 “Bankruptcy Rules”), the provisions of Civil Rule 23, as incorporated by Bankruptcy Rule 7023,
27 are made applicable to the claims administration process in Galileo’s chapter 11 case, such that the
28 Class Representatives may file and assert a class or representative claim against Galileo on behalf

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[ECF Participants Only]