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Attorney for Galileo Learning, LLC, Debtor
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12
13 **UNITED STATES BANKRUPTCY COURT**
14 **NORTHERN DISTRICT OF CALIFORNIA, OAKLAND DIVISION**

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

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

Chapter 11
(Jointly Administered)

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

**NOTICE OF HEARING ON JOINT
MOTION BY CLASS
REPRESENTATIVES AND DEBTOR FOR
ORDER (1) PRELIMINARILY
APPROVING CLASS SETTLEMENT,
(2) APPOINTING SETTLEMENT
ADMINISTRATOR, (3) APPROVING
FORM AND MANNER OF NOTICE TO
CLASS MEMBERS, (4) SCHEDULING
FINAL APPROVAL HEARING, AND
(5) GRANTING RELATED RELIEF**

22 Affects GALILEO LEARNING, LLC
23 Affects GALILEO LEARNING
24 FRANCHISING LLC,

Date: December 22, 2020
Time: 11:00 a.m.

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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 **TO THE HONORABLE ROGER L. EFREMSKY, UNITED STATES BANKRUPTCY**
2 **JUDGE; THE OFFICE OF THE UNITED STATES TRUSTEE; THE OFFICIAL**
3 **COMMITTEE OF UNSECURED CREDITORS; ALL CREDITORS; THE**
4 **APPROPRIATE FEDERAL AND STATE OFFICIALS; AND ALL PARTIES**
5 **REQUESTING SPECIAL NOTICE:**

6 **PLEASE TAKE NOTICE** that on December 2, 2020, the creditors and class
7 representatives Nanette Kearney, Krister Johnson, and Sandra Shorago (collectively, the
8 “Customer Class Representatives”), on behalf of themselves and the class of individuals certified
9 pursuant to the Court’s order of November 9, 2020 (the “Customer Class,” and the members of the
10 Customer Class, the “Customer Class Members”), and the debtor and debtor in possession Galileo
11 Learning, LLC (the “Debtor,” and together, with the Customer Class Representatives, the
12 “Parties”) filed a joint motion (the “Joint Motion”), pursuant to 11 U.S.C. § 105(a), Rule 23 of the
13 Federal Rules of Civil Procedure (the “Civil Rules”), and Rules 7023, 9014, and 9019 of the
14 Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of an order
15 (1) preliminarily approving the settlement between the Customer Class and the Debtor
16 memorialized by that certain *Class Settlement Agreement* dated December 2, 2020 (the
17 “Settlement Agreement” or “Settlement”), (2) appointing Atticus Administration, Inc. (“Atticus”)
18 as the settlement administrator under the Settlement (the “Settlement Administrator”),
19 (3) approving the form and manner of notice regarding the Settlement to the Customer Class
20 Members, (4) scheduling the hearing to consider the final approval of the Settlement (the “Final
21 Approval Hearing”), and (5) granting related relief.

22 **PLEASE TAKE FURTHER NOTICE** that the Court entered the *Order Granting Class*
23 *Representative’s Motion for Order Applying Civil Rule 23 to Claims Administration Process and*
24 *Authorizing Filing of Class Proof of Claim* on November 9, 2020, at docket no. 226, which
25 certified the following Customer Class pursuant to Civil Rule 23(b)(1)(B):

26 All individuals who paid money to or for the benefit of Galileo, prior to the filing
27 of its chapter 11 petition, as a full or partial deposit, advance, or payment for any
28 of Galileo’s since-canceled in-person camp programs scheduled for 2020 and any
goods or services related thereto, but excluding any individual who received a
return or refund of all such money paid to or for the benefit of Galileo through a

1 chargeback with their payment issuer or otherwise.

2 In addition, pursuant to that order, the Court designated the three Customer Class Representatives
3 as the representatives of the Customer Class and appointed Aiman-Smith & Marcy, P.C. and Hahn
4 & Hahn LLP as co-counsel for the Customer Class (together, the “Class Counsel”).

5 **PLEASE TAKE FURTHER NOTICE** that by the Joint Motion, the Parties request that
6 the Court enter an order, substantially in the form attached as **Exhibit 5** to the Joint Motion,

- 7 1. Granting the Joint Motion;
- 8 2. Granting preliminary approval of the Settlement Agreement, a copy of which is
9 attached as **Exhibit 1** to the Joint Motion, under Civil Rule 23 and Bankruptcy Rule 9019;
- 10 3. Appointing Atticus as the Settlement Administrator;
- 11 4. Granting preliminary approval of (a) the maximum compensation to be paid to the
12 Settlement Administrator on account of its Administrative Costs, (b) the Class Counsel Fee Award
13 to the Class Counsel, and (c) the Service Awards to the Customer Class Representatives (as all of
14 those terms are defined in the Settlement Agreement);
- 15 5. Approving the notice regarding the Settlement to be sent to the Customer Class
16 Members (the “Customer Class Notice”), substantially in the form attached as **Exhibit 2** to the
17 Joint Motion;
- 18 6. Approving the response form regarding the Settlement to be sent to the Customer
19 Class Members (the “Settlement Response Form”), substantially in the form attached as **Exhibit 3**
20 to the Joint Motion;
- 21 7. Approving the cover letter from the Customer Class Representatives and Class
22 Counsel to be sent to the Customer Class Members (the “Cover Letter”), substantially in the form
23 attached as **Exhibit 4** to the Joint Motion;
- 24 8. Approving the proposed manner of serving the Cover Letter, the Customer Class
25 Notice, the Settlement Response Form on the Customer Class Members (i.e., by email, or
26 alternatively, by first-class mail);
- 27 9. Declaring that the notice requirements under 28 U.S.C. § 1715 are not applicable to
28 this case or to the Court’s consideration of the Settlement Agreement;

1 10. Establishing the relevant dates, deadlines, and procedures for final approval of the
2 Settlement, including scheduling the Final Approval Hearing; and

3 11. Providing for such other and further relief that this Court deems appropriate under
4 the circumstances.

5 **PLEASE TAKE FURTHER NOTICE** that pursuant to the Court’s order, a hearing on
6 the Joint Motion will take place on **December 22, 2020, at 11:00 a.m., Pacific Time**, before the
7 Honorable Roger L. Efremsky, United States Bankruptcy Judge. **Unless otherwise ordered by**
8 **the Court, the hearing on the Joint Motion will be conducted remotely by telephone via**
9 **CourtCall and by videoconference via Zoom, and not in person in the Court’s courtroom.**

10 All interested parties should consult the Court’s website at <http://www.canb.uscourts.gov/> for
11 information about court operations during the Covid-19 pandemic. The Court’s website provides
12 information regarding how to arrange a telephonic or video appearance. If you have any questions
13 regarding how to appear at a court hearing, you may contact the Court by calling (888) 821-7606
14 or by using the Live Chat feature on the Court’s website.

15 **PLEASE TAKE FURTHER NOTICE** that pursuant to the Court’s order, any opposition
16 to the Joint Motion may be made orally at the hearing on the Joint Motion.

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Respectfully submitted,
AIMAN-SMITH & MARCY, P.C.

DATED: December 7, 2020

By: /s/ John A. Lofton
John A. Lofton
Attorneys for Nanette Kearney, Krister Johnson,
and Sandra Shorago, Creditors and Class
Representatives

1 DATED: December 7, 2020

HAHN & HAHN LLP

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By: /s/ Dean G. Rallis Jr.

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Dean G. Rallis Jr.

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Attorneys for Nanette Kearney, Krister Johnson,
and Sandra Shorago, Creditors and Class

6

Representatives

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DATED: December 7, 2020

HANSON BRIDGETT LLP

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By: /s/ Neal L. Wolf

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Neal L. Wolf

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Attorneys for Galileo Learning, LLC, Debtor and
Debtor in Possession

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