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The following constitutes the order of the Court.
Signed: February 9, 2021

6 *Attorneys for Debtors and Debtors in*
7 *Possession*
8 Roger L. Efremsky
9 U.S. Bankruptcy Judge

8 **UNITED STATES BANKRUPTCY COURT**
9 **NORTHERN DISTRICT OF CALIFORNIA**
10 **OAKLAND DIVISION**

12 In re
13 GALILEO LEARNING, LLC,
14
15 Debtor.¹

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

Chapter 11
(Jointly Administered)

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

**ORDER CONFIRMING GALILEO
LEARNING, LLC'S AMENDED PLAN OF
REORGANIZATION**

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

1 THIS MATTER COMING TO BE HEARD before the Honorable Roger L.
2 Efremsky, United States Bankruptcy Judge, on February 9, 2021 at 10:00 a.m. for
3 confirmation (the "Confirmation Hearing") of the First Amended Plan of Reorganization
4 ("Plan") filed by Galileo Learning, LLC ("Debtor"), the debtor and debtor-in-possession in
5 above-captioned Chapter 11 case number 20-40857, and as amended by the Debtor on
6 February 9, 2021; and this Court having jurisdiction to consider the Motion and the relief
7 requested therein pursuant to 28 U.S.C. §§ 157 and 1334, the *Order Referring*
8 *Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.),
9 and Bankruptcy Local Rule 5011-1(a); and this matter being a core proceeding pursuant
10 to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§
11 1408 and 1409; and it appearing that proper and adequate notice has been given, and it
12 appearing that no other or further notice need be provided; and after considering the
13 Plan, no objections to the Plan having been filed, having reviewed the Declaration of Neal
14 L. Wolf with Respect to the Tabulation of Votes on First Amended Plan of Reorganization
15 (the "Ballot Tabulation Declaration"), having considered all other relevant pleadings,
16 exhibits, statements, documents and filings regarding confirmation of the Plan, and
17 having heard and considered the statements of counsel and all other testimony and
18 proffered evidence presented at hearing; and after due deliberation and sufficient cause
19 appearing therefor, the Court hereby makes and issues the following findings of fact,
20 conclusions of law and orders as follows (this "Confirmation Order"),

21 **I. FINDINGS OF FACT AND CONCLUSIONS OF LAW**

22 **IT IS HEREBY DETERMINED, FOUND, AND CONCLUDED THAT:**

23 A. As evidenced by the Ballot Tabulation Declaration and evidence proffered
24 or adduced at the Confirmation Hearing, the Plan has been accepted in writing by the
25 requisite majorities in dollar amount and number as required by sections 1124 and 1126
26 of the Bankruptcy Code.²

27 _____

28 ² Capitalized terms shall have the meanings ascribed to them in the Plan unless otherwise defined herein.

1 B. The Plan complies with all applicable provisions of the Bankruptcy Code, as
2 required by section 1129(a) of the Bankruptcy Code with the exception of section
3 1129(a)(8) which is satisfied by each class of claims or interests other than Class 4.

4 C. The Plan complies with section 1129(b) of the Bankruptcy Code because it
5 does not discriminate unfairly, and is fair and equitable to, the Holder of the claim in
6 Class 4 because the Plan provides the Holder of the claim in Class 4 property of a value,
7 as of the effective date of the Plan, equal to the allowed amount of such claim.

8 **II. ORDER**

9 **NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED**
10 **THAT:**

11 1. The above-referenced findings of fact and conclusions of law are
12 incorporated by reference as though fully set forth herein.

13 2. The Plan is CONFIRMED in accordance with section 1129(a) of the
14 Bankruptcy Code.

15 3. Pursuant to section 1123(a)(5) of the Bankruptcy Code and Bankruptcy
16 Rule 9019, the Class Action Settlement Agreement between the Debtor and the Class
17 Representatives (on behalf of themselves and in their capacity as representatives of the
18 Customer Class) as provided for in the Plan is hereby approved in its entirety and the
19 Debtor and Reorganized Debtor are authorized to take all actions necessary to perform
20 under the terms and conditions of the Class Action Settlement Agreement.

21 4. Except as specifically provided in the Plan (including the Class Action
22 Settlement Agreement incorporated therein), all Persons who have held, hold or may
23 hold Claims, liens or interests against or in the Debtor are (i) permanently enjoined from
24 commencing, conducting or continuing in any manner, directly or indirectly, any lawsuit,
25 action or other proceeding of any kind against or affecting the Debtor; (ii) enforcing,
26 attaching, collecting or recovering in any manner any judgment, award, decree or order;
27 (iii) creating, perfecting or enforcing any lien or encumbrance against the Debtor or any
28 property of the Debtor; (iv) asserting, maintaining or failing to withdraw any right of setoff,

**UNITED STATES BANKRUPTCY COURT
California Northern Bankruptcy Court**

In	Galileo Learning, LLC	Case No.:	20-40857 RLE 11
Re:	Debtor(s)	Chapter:	11

NOTICE OF ORDER CONFIRMING PLAN

Notice is hereby given of the entry of an order of this court on 02/10/2021 confirming the plan of reorganization filed by the debtor(s) on 2/9/21.

Dated: 2/10/21

For the Court:

Edward J. Emmons
Clerk of Court
United States Bankruptcy Court

Notice Recipients

District/Off: 0971-4
Case: 20-40857

User: mburley
Form ID: OCP

Date Created: 2/10/2021
Total: 244

Recipients submitted to the BNC (Bankruptcy Noticing Center) without an address:

cr California Bank of Commerce
rspj Glenn Tripp
cr Grace Ho
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cr Krister Johnson
cr Sandra Shorago

TOTAL: 6

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smg CA Franchise Tax Board Special Procedures Bankruptcy Unit P.O. Box 2952 Sacramento, CA
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