Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF CALIFORNIA

Case number *(if known)* Chapter **11**

☐ Check if this an amended filing

Official Form 201
Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.

1. Debtor's name — **Galileo Learning LLC**

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) — **71-0869453**

4. Debtor's address

Principal place of business

1021 3rd Street
Oakland, CA 94607-2507
Number, Street, City, State & ZIP Code

Alameda
County

Mailing address, if different from principal place of business

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business
2350 Davis Street Hayward, CA 94545
Number, Street, City, State & ZIP Code

5. Debtor's website (URL) — **https://galileo-camps.com/**

6. Type of debtor

■ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

7. Describe debtor's business

A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ■ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See http://www.uscourts.gov/four-digit-national-association-naics-codes.

7999

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ■ Chapter 11. *Check **all** that apply*:
  - ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ☐ A plan is being filed with this petition.
  - ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ■ No.
- ☐ Yes.

District		When		Case number	
District		When		Case number	

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list

- ☐ No
- ■ Yes.

Debtor	**Galileo Learning Financing LLC**	Relationship	**Affiliate**
District	**N.D. Cal** When **5/06/20**	Case number, if known	

11. Why is the case filed in *this district?*

Check all that apply:

■ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

■ No
☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No
☐ Yes. Insurance agency
Contact name
Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

■ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☐ 1-49	☐ 1,000-5,000	☐ 25,001-50,000
☐ 50-99	☐ 5001-10,000	☐ 50,001-100,000
☐ 100-199	■ 10,001-25,000	☐ More than100,000
☐ 200-999		

15. Estimated Assets

☐ $0 - $50,000	☐ $1,000,001 - $10 million	☐ $500,000,001 - $1 billion
☐ $50,001 - $100,000	■ $10,000,001 - $50 million	☐ $1,000,000,001 - $10 billion
☐ $100,001 - $500,000	☐ $50,000,001 - $100 million	☐ $10,000,000,001 - $50 billion
☐ $500,001 - $1 million	☐ $100,000,001 - $500 million	☐ More than $50 billion

16. Estimated liabilities

☐ $0 - $50,000	☐ $1,000,001 - $10 million	☐ $500,000,001 - $1 billion
☐ $50,001 - $100,000	■ $10,000,001 - $50 million	☐ $1,000,000,001 - $10 billion
☐ $100,001 - $500,000	☐ $50,000,001 - $100 million	☐ $10,000,000,001 - $50 billion
☐ $500,001 - $1 million	☐ $100,000,001 - $500 million	☐ More than $50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **May 6, 2020**
MM / DD / YYYY

X **/s/ Glen Tripp**
Signature of authorized representative of debtor

Glen Tripp
Printed name

Title **Chief Executive Officer**

18. Signature of attorney

X **/s/ Neal L. Wolf**
Signature of attorney for debtor

Date **May 6, 2020**
MM / DD / YYYY

Neal L. Wolf
Printed name

Hanson Bridgett LLP
Firm name

1676 No. California Blvd.
Suite 620
Walnut Creek, CA 94596
Number, Street, City, State & ZIP Code

Contact phone **(415) 995-5015** Email address **nwolf@hansonbridgett.com**

202129 CA
Bar number and State

WRITTEN CONSENT
OF THE MEMBERS AND MANAGER OF
GALILEO LEARNING, LLC

The undersigned, being the Majority of Members ("***Members***") as defined in the Second Amended and Restated Operating Agreement (the "***Agreement***") of Galileo Learning, LLC, a California limited liability company (the "***Company***"), and the manager of the Company (the "***Manager***"), acting by written consent without a meeting in accordance with Section 17704.07 of the California Revised Uniform Limited Liability Company Act (the "**Act**") and Section 7.5 of the Agreement, do hereby consent to the adoption of the following resolutions as of May 5, 2020 (the "***Effective Date***"). Unless otherwise set forth herein, defined terms have the meaning as set forth in the Agreement

Chapter 11 Reorganization

WHEREAS, due to the current financial uncertainty caused by COVID-19, the Manager and the Members of the Company believe that it is in the best interest of the Company to file for reorganization under Chapter 11 of the United States Bankruptcy Code (the "***Bankruptcy***"); and

WHEREAS, pursuant to Section 5.5(e) of the Agreement, the Manager has obtained the consent of the Majority of the Members based on their Percentage Interest in the Company as set forth in Exhibit A.

NOW, THEREFORE, BE IT RESOLVED, that the Company shall take such actions as may be necessary or proper to file for Bankruptcy including, but not limited to, the filing of a petition in the appropriate bankruptcy court.

RESOLVED FURTHER, that any actions taken by the Manager on behalf of the Company prior to the date of the foregoing resolutions adopted hereby, that are within the authority conferred hereby, are hereby ratified, confirmed and approved by the Members

RESOLVED FURTHER, that the Manager be, and hereby is, authorized to sign and/or deliver such documents, make such filings and to do such other acts on behalf of this Company as are required in connection with, or are necessary to effectuate, the purpose and intent of this Consent, including giving notice of the adoption of these resolutions to any Member not consenting to the foregoing resolutions.

(*Signature page follows*)

IN WITNESS WHEREOF, the undersigned, being the Manager and the Majority of the Members of the Company has duly executed this Written Consent as of the Effective Date.

MANAGER

GLEN E. TRIPP

MEMBERS

GLEN E. TRIPP AND LAUREN S. DUTTON, TRUSTEES OF THE GLEN E. TRIPP AND LAUREN S. DUTTON YEAR 2003 REVOCABLE TRUST, UTD 11/20/03

By: ______________________
Glen E. Tripp

By: ______________________
Lauren S. Dutton

DOUG IRELAND

ATLAS, LLC

By:______________________________
Name:____________________________
Title:____________________________

THE SCOTT PEARSON AND DIANA FARRELL TRUST DATED SEPTEMBER 25, 2003

By: SP 5/3/20
Scott Pearson

By: D Farrell 5/3/20
Diana Farrell

THE DAVID AND BEVERLY STERRY LIVING TRUST

By: ________________________
David Sterry

By: ________________________
Beverly Sterry

[SIGNATURE PAGE TO WRITTEN CONSENT]

16496873.1

THE PFLAUM 2009 REVOCABLE TRUST

By: Courtney Pflaum

Courtney Pflaum

By: Andrew R. Pflaum

Andy Pflaum

AMERICAN IRA, LLC FBO KIRA WAMPLER IRA

By: ______________________
Kira Wampler

[SIGNATURE PAGE TO WRITTEN CONSENT]

TOM RYPMA

[SIGNATURE PAGE TO WRITTEN CONSENT]

KRISTIN DALEY

98 ROCKET LLC

By: ______________________
Abe Friedman

[SIGNATURE PAGE TO WRITTEN CONSENT]

16496873.1

THE TODD AND NANCY HOOPER LIVING TRUST DATED JANUARY 19, 1998

____
Todd Hooper

____
Nancy Hooper

[SIGNATURE PAGE TO WRITTEN CONSENT]

16496873.1

KEVIN AND SUSAN HALL LIVING TRUST

By: Kevin Hall
Kevin Hall

By: Sus Hall
Susan Hall

[SIGNATURE PAGE TO WRITTEN CONSENT]

THE MATTHEW GLICKMAN AND SU HWANG TRUST

By: Matt Glick

Matthew Glickman

By: Su Hwang

Su Hwang

[SIGNATURE PAGE TO WRITTEN CONSENT]

16496873.1

SNIPES 2005 TRUST

By: ______________________
Jeff Snipes

THE DAVID AND BEVERLY STERRY LIVING TRUST

By: ______________________
David Sterry

By: ______________________
Beverly Sterry

[SIGNATURE PAGE TO WRITTEN CONSENT]

16496873.1

THE DEREK CHRISTOPHER SCHRIER AND CECILY HORSTING CAMERON 2000 REVOCABLE TRUST

By: ____________________
Derek Schrier

By: ____________________
Cecily Horsting Cameron

STEVEN J. SELL AND MARGARET D. WILLIAMS REVOCABLE INTER VIVOS TRUST DATED MAY 13, 2005

By: ______________________________
Steven J. Sell

By: ______________________________
Margaret D. Williams

THE ALAN H. TRIPP REVOCABLE TRUST

By: ____________________
Alan Tripp

EXHIBIT A

PERCENTAGE INTEREST OF MEMBERS

Name and Address	Percentage Interest
Glen E. Tripp and Lauren S. Dutton, Trustees of the Glen E. Tripp and Lauren S. Dutton Year 2003 Revocable Trust, UTD 11/20/03	88.127%
Doug Ireland	0.979%
Atlas, LLC 1300 Evans Ave, No. 880154 San Francisco, CA 94188	0.734%
The Scott Pearson and Diana Farrell Trust Dated September 25, 2003 3038 Macomb Street, NW Washington, DC 20008	1.224%
The David and Beverly Sterry Living Trust	2.448%
The Pflaum 2009 Revocable Trust	0.49%
American IRA, LLC FBO Kira Wampler IRA 108 Scenic Drive Orinda, CA 94563	0.245%
Tom Rypma	0.49%
Kristin Daley	0.49%
98 Rocket LLC	0.49%
The Todd and Nancy Hooper Living Trust Dated January 19, 1998 27 Corte Toluca Greenbrae, CA 94904	0.979%
Kevin and Susan Hall Living Trust 411 Concord Avenue	0.367%

Boulder, CO 80304	
The Matthew Glickman and Su Hwang Trust 159 Melville Avenue Palo Alto, CA 94301	0.49%
Snipes 2005 Trust 16 Turnagain Road Kentfield, CA 94904	0.49%
Dave and Lisa Whorton Trust P.O. Box 2638, Ketchum, ID 83340	0.49%
Derek Christopher Schrier and Cecily Horsting Cameron 2000 Revocable Trust 230 Sea Cliff Avenue San Francisco, CA 9412,1	0.49%
Steven J. Sell and Margaret D. Williams Revocable Inter Vivos Trust Dated May 13, 2005 210 Stanford Ave Mill Valley, CA 94941	0.49%
The Alan H. Tripp Revocable Trust 338 Main Street Unit 29E San Francisco, CA 94105	0.49%
Totals	**100%**

Fill in this information to identify the case:
Debtor name Galileo Learning LLC
United States Bankruptcy Court for the: Northern District of California (State)
Case number (If known):

❑ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider,* as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	California Bank of Commerce 2999 Oak Road, Suite 910 Walnut Creek, CA 94597	Tony Mesones (510) 457-3735 tmesones@bankcbc.com	Government loan				$2,541.405.43
2	Scott Pearson and Diana Farrell Trust c/o Adam Gensler Frank, Rimerman + Co. LLP One Embarcadero Center, 24th Floor San Francisco, CA 94111	Adam Gensler (415) 439-1179 AGensler@frankrimerman.com	Investor loan				$329,509.13
3	Google LLC Dept 33654, P.O. Box 39000 San Francisco, CA 94139	(866) 246-6453	Trade debt				$200,503.02
4	The Todd and Nancy Hooper Living Trust 27 Corte Toluca Greenbrae, CA 94904	Todd Hooper (415) 517-5075 hoop2261@comcast.net	Investor loan				$197,705.48
5	Atlas, LLC 1300 Evans Ave., No. 880154 San Francisco, CA 94188	Stella Chen (415) 364-3760 stella@piscesinc.com	Investor loan				$197,664.38
6	The Promotions Dept. 24238 Hawthorne Blvd. Torrance, CA 90505	Roy Cruse (310) 791-7006 royc@thepromotionsdept.com	Trade debt				$166,630.05
7	The Matthew Glickman and Su Hwang Trust 159 Melville Ave. Palo Alto, CA 94301	Matthew Glickman (415) 609-0353 matt@glickman.com	Investor loan				$131,353.88
8	Chu-Liao Trust c/o Carol Liao 5948 Lantana Way San Ramon, CA 94582	Carol Liao (415) 225-7951 liaoster@gmail.com	Investor loan				$117,276.15

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Kevin and Susan Hall Living Trust 411 Concord Avenue Boulder, CO 80304	Kevin Hall (310) 270-6245 khall@chartergrowthfund.org	Investor loan				$98,679.79
10	American IRA, LLC FBO Kira Wampler IRA 108 Scenic Dr. Orinda, CA 94563	Katie Skurski (865) 888-6737 kskurski@gulfstreamcapital.net	Investor loan				$65,800.23
11	Berkshire Hathaway Homestate Companies P.O. Box 844501 Los Angeles, CA 90084-4501	(888) 495-8949 https://www.bhhc.com/	Trade debt				$64,685.77
12	San Jose Unified School District 885 Lenzen Avenue San Jose, CA 95126	Jodi Lax (408) 535-6000 jlax@sjusd.org	Trade debt				$45,497.00
13	Staples P.O. Box 660409 Dallas, TX 75266-0409	Crina Nicolescu (877) 826-7755 Crina.Nicolescu@staples.com	Trade debt				$23,926.35
14	Pamela Briskman 15 Humphrey Place Oakland, CA 94610	Pamela Briskman (650) 520-0228 pamela@galileo-learning.com	Employee wages				$22,394.24
15	Diana Lee 15 Monte Ave. Piedmont, CA 94611	Diana Lee (415) 309-3187 diana@galileo-learning.com	Employee wages				$21,034.19
16	Nerissa Sardi 7701 Sandia Loop Austin, TX 78735	Nerissa Sardi (408) 656-3567 nerissa@galileo-learning.com	Employee wages				$19,654.49
17	Tajalli Horvat 116 W. Appletree Lane Arlington Heights, IL 60004	Tajalli Horvat (510) 858-7721 tajalli@galileo-learning.com	Employee wages				$18,544.75
18	Carol Liao 5948 Lantana Way San Ramon, CA 94582	Carol Liao (415) 225-7951 liaoster@gmail.com	Employee wages				$17,593.84
19	Indeed Mail Code 5160, P.O. Box 660367 Dallas, TX 75266-0367	Client Success Team 1-800-475-4361 billing@indeed.com	Trade debt				$16,615.57
20	Internal Revenue Service Centralized Insolvency Operation Post Office Box 7346 Philadelphia, PA 19101-7346	IRS Centralized Insolvency Operations Unit 800-973-0424 https://www.irs.gov/help/contact-your-local-irs-office	Payroll taxes				$15,929.02

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim. If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21	Sarah McDonald 4451 Dawson Ave. San Diego, CA 92115	Sarah McDonald (415) 652-4477 sarah@galileo-learning.com	Employee wages				$13,348.80
22	Jacqueline Diy 636 9th Avenue San Francisco, CA 94118	Jacqueline Diy (310) 529-2613 jamie@galileo-learning.com	Employee wages				$12,301.65
23	Mimeo.com, Inc. P.O. Box 654018 Dallas, TX 75265	Paul Arnold 800-GoMimeo parnold@mimeo.com AR@mimeo.com	Trade debt				$12,027.65
24	Shauna Clements 1415 Willow Street, #B Alameda, CA 94501	Shauna Clements (415) 404-1213 shauna@galileo-learning.com	Employee wages				$11,523.60
25	American Express P.O. Box 0001 Los Angeles, CA 90096	Customer Care 1-800-653-1693 americanexpress.com/business	Trade debt				$11,313.34
26	Nasco 901 Janesville Ave. Fort Atkinson, WI 53538	Christie, Collection Rep (800)-558-9595 opt: 1 opt: 3 ext: 2 archristie@enasco.com	Trade debt				$11,247.65
27	Brant Bishop 415 Lagunitas Avenue, Apt. 404 Oakland, CA 94610	Brant Bishop (650) 862-2090 bbishop@galileo-learning.com	Employee wages				$11,211.76
28	Emily Kuhlmann 2509 Encinal Ave. Alameda, CA 94501	Emily Kuhlmann (805) 453-0419 emily@galileo-learning.com	Employee wages				$11,181.40
29	Franchise Tax Board – California Bankruptcy BE MS A345 PO Box 2952 Sacramento CA 95812-2952	Bankruptcy, Business Entities Tax (916) 845-4750 www.ftb.ca.gov	Payroll taxes				$10,960.73
30	Nanette Kearney c/o Aiman-Smith & Marcy P.C. 7677 Oakport St. # 1150 Oakland, CA 94621	Randall B. Aiman-Smith (510) 817-2711 ras@asmlawyers.com	Litigation	Contingent, unliquidated, and disputed			Unknown

Fill in this information to identify the case:

Debtor name **Galileo Learning LLC**

United States Bankruptcy Court for the: NORTHERN DISTRICT OF CALIFORNIA

Case number (if known) ____________

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended *Schedule* ____________
- ■ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration ____________

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **May 6, 2020**

X **/s/ Glen Tripp**
Signature of individual signing on behalf of debtor

Glen Tripp
Printed name

Chief Executive Officer
Position or relationship to debtor

United States Bankruptcy Court
Northern District of California

In re **Galileo Learning LLC** Debtor(s)

Case No.
Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
American IRA, LLC FBO, Kira Wampler IRA 108 Scenic Drive Orinda, CA 94563	**A**	**50,000**	**Capital Units**
AMF 2015 Trust FBO JMF 38 Monte Ave Piedmont, CA 94611	**A**	**100,000**	**Capital Units**
Atlas LLC 1300 Evans Avenue, No. 880154 San Francisco, CA 94188-5547	**A**	**150,000**	**Capital Units**
Dave and Lisa Whorton Trust P.O. Box 2638 Ketchum, ID 83340	**A**	**100,000**	**Capital Units**
Derek Christopher Schrier and Cecily Horsting Cameron 2000 Revocable Trust 230 Sea Cliff Avenue San Francisco, CA 94121	**A**	**100,000**	**Capital Units**
Doug Ireland 17 Sierra Avenue Oakland, CA 94611	**A**	**200,000**	**Capital Units**
Glen E. Tripp and Lauren S. Dutton Trustees of the Glen E. Tripp and Lauren S. Dutton Year 2003 Revocable Trust, UTD 8 Langdon Court Oakland, CA 94611	**C**	**18,000,000**	**Capital Units**
Kevin and Susan Hall Living Trust 411 Concord Avenue Boulder, CO 80304	**A**	**75,000**	**Capital Units**
Kristin Daley 2440 Polk St. San Francisco, CA 94109	**A**	**100,000**	**Capital Units**
Snipes 2005 Trust 16 Turnagain Road Greenbrae, CA 94904	**A**	**100,000**	**Capital Units**

In re: **Galileo Learning LLC** Case No. ____________
Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Steven J. Sell and Margaret D. Williams Revocable Inter Vivos Trust Dated May 13, 2005 **210 Stanford Avenue** **Mill Valley, CA 94941**	**A**	**100,000**	**Capital Units**
The Alan H. Tripp Revocable Trust **77 Van Ness Ave, Unit 703** **San Francisco, CA 94102**	**A**	**100,000**	**Capital Units**
The David and Beverly Sterry Living Trust **15 Carolyn Lane** **Mill Valley, CA 94941**	**A**	**500,000**	**Capital Units**
The Matthew Glickman and Su Hwang Trust **159 Melville Avenue** **Palo Alto, CA 94301**	**A**	**100,000**	**Capital Units**
The Pflaum 2009 Revocable Trust **520 La Mesa Drive** **Portola Valley, CA 94028**	**A**	**100,000**	**Capital Units**
The Scott Pearson and Diana Farrell Trust Dated September 25, 2003 **3038 Macomb St., NW** **Washington, DC 20008**	**A**	**250,000**	**Capital Units**
The Todd and Nancy Hooper Living Trust Dated January 19, 1998 **27 Corte Toluca** **Greenbrae, CA 94904**	**A**	**200,000**	**Capital Units**
Tom Rypma **357 Hickory Lane** **San Rafael, CA 94903**	**A**	**100,000**	**Capital Units**

List of equity security holders consists of 3 total page(s)

In re: **Galileo Learning LLC** Debtor(s) Case No.

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Chief Executive Officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **May 6, 2020** Signature **/s/ Glen Tripp**
Glen Tripp

Penalty for making a false statement of concealing property: Fine of up to $500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Northern District of California

In re **Galileo Learning LLC** Debtor(s)

Case No.
Chapter **11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Galileo Learning LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

■ None [*Check if applicable*]

May 6, 2020
Date

/s/ Neal L. Wolf
Neal L. Wolf
Signature of Attorney or Litigant
Counsel for **Galileo Learning LLC**

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