

Exhibit A

Exhibit A
Defined Terms

<u>Defined Term</u>	<u>Meaning</u>
Administrative Cost(s)	means any reasonable fee, expense, or cost charged or incurred by the Settlement Administrator on account of its duties and services performed in connection with administering the Settlement.
Administrative Payment(s)	means any payment of cash, funded from the cash of the Reorganized Debtor, that is required to be made to the Settlement Administrator on account of its Administrative Costs under this Agreement.
Allowed Customer Class Member Claim(s)	means any Customer Class Member Claim to the extent that the Customer Class Member Claim (a) is allowed as set forth under Section 3.12.3 of this Agreement or (b) has otherwise been allowed under § 502 of the Bankruptcy Code or by a Final Order.
Allowed Customer Class Representative Claim	means the Customer Class Representative Claim to the extent that the Customer Class Representative Claim (a) is allowed as set forth under Section 3.4.3 of this Agreement or (b) has otherwise been allowed under § 502 of the Bankruptcy Code or by a Final Order.
Annual Net Income	means net income of the Reorganized Debtor for a calendar year, as determined in accordance with GAAP.
Bankruptcy Code	means title 11 of the United States Code, 11 U.S.C. §§ 101 through 1532, as in effect on the Petition Date or as amended thereafter if such amendments are made applicable to the Chapter 11 Case.
Bankruptcy Rules	means the Federal Rules of Bankruptcy Procedure, Rules 1001 through 9037, promulgated by the United States Supreme Court under 28 U.S.C. § 2075, as in effect on the Petition Date or as amended thereafter if such amendments are made applicable to the Chapter 11 Case.
Business Day	means any day, other than Saturday, Sunday, or a legal holiday, as designated in Bankruptcy Rule 9006(a).
Chapter 11 Case	means the bankruptcy case under chapter 11 of the Bankruptcy Code commenced by the Debtor in the Court entitled <i>In re Galileo Learning, LLC</i> and bearing Case No. 20-40857 (RLE).

<u>Defined Term</u>	<u>Meaning</u>
Civil Case	means the civil case in the United States District Court for the Northern District of California entitled <i>Kearney v. Galileo Learning, LLC, et al.</i> and bearing Case No. 3:20-cv-02807-JCS.
Civil Rules	means the Federal Rules of Civil Procedure, Rules 1 through 86, promulgated by the United States Supreme Court under 28 U.S.C. § 2072, as in effect on the Petition Date or as amended thereafter if such amendments are made applicable to the Chapter 11 Case.
Claim(s)	means any claim—as the term “claim” is defined in § 101(5) of the Bankruptcy Code—against the Debtor, whether or not asserted, scheduled, or allowed.
Claims Agent	means Stretto, the claims and noticing agent of the Debtor in the Chapter 11 Case.
Class Certification Order	means the Order entitled <i>Order Granting Class Representative’s Motion for Order Applying Civil Rule 23 to Claims Administration Process and Authorizing Filing of Class Proof of Claim</i> , which was entered by the Court in the Chapter 11 Case on November 9, 2020, at docket no. 226.
Class Counsel	means Aiman-Smith & Marcy, P.C. and Hahn & Hahn LLP, co-counsel for the Customer Class appointed by the Court in the Chapter 11 Case pursuant to the Class Certification Order.
Class Counsel Fee Award	means the monetary award of attorneys’ fees to be awarded to the Class Counsel under this Agreement, the amount of which is subject to the approval of the Court, to compensate the Class Counsel, as appointed co-counsel for the Customer Class, for their services rendered and time and effort spent on behalf of the Customer Class in connection with the Chapter 11 Case.
Class Counsel Fee Payment(s)	means any payment of cash, funded from the cash of the Reorganized Debtor, that is required to be made to the Class Counsel on account of their Class Counsel Fee Award under this Agreement.
Class Proof of Claim	means the Proof of Claim asserting the Customer Class Representative Claim on behalf of the Customer Class, filed by the Customer Class Representatives on November 18, 2020, in the Chapter 11 Case, designated as claim no. 153 on the claims register thereof.

<u>Defined Term</u>	<u>Meaning</u>
Confirmation Service Deadline	means the deadline to be established by the Court, by which the Plan, Disclosure Statement, and other confirmation-related materials must be served on holders of a Claim and other parties in interest.
Confirmation Hearing	means the hearing to be conducted by the Court to consider the confirmation of the Plan pursuant to § 1128 of the Bankruptcy Code.
Confirmation Order	means the Order to be entered by the Court in the Chapter 11 Case confirming the Plan pursuant to § 1129 of the Bankruptcy Code.
Coupon(s)	means the coupon required to be provided by the Debtor or Reorganized Debtor, as applicable, to a Customer Class Member who elects the Coupon Option, either under the Summer 2020 Settlement Offer or under this Agreement.
Coupon Option	means the option for a coupon offered by the Debtor to a Customer Class Member, either under (a) the Summer 2020 Settlement Offer, the terms and conditions of which are set forth in the Summer 2020 Settlement Order, or (b) this Agreement, the terms and conditions of which are set forth in Exhibit C to this Agreement.
Court	means (a) the United States Bankruptcy Court for the Northern District of California, having jurisdiction over the Chapter 11 Case, (b) to the extent there is no reference in accordance with 28 U.S.C. § 157, the United States District Court for the Northern District of California, or (c) any other court having jurisdiction over the Chapter 11 Case.
Credit(s)	means the credit required to be provided by the Debtor or Reorganized Debtor, as applicable, to a Customer Class Member who elects the Credit Option, either under the Summer 2020 Settlement Offer or under this Agreement.
Credit Option	means the option for a credit offered by the Debtor to a Customer Class Member, either under (a) the Summer 2020 Settlement Offer, the terms and conditions of which are set forth in the Summer 2020 Settlement Order, or (b) this Agreement, the terms and conditions of which are set forth in Exhibit B to this Agreement.

<u>Defined Term</u>	<u>Meaning</u>
Customer(s)	means any individual who paid money to or for the benefit of Galileo, prior to the filing of its chapter 11 petition, as a full or partial deposit, advance, or payment for any of Galileo’s since-canceled in-person camp programs scheduled for 2020 and any goods or services related thereto.
Customer Class	means the class certified by the Court in the Chapter 11 Case pursuant to the Class Certification Order, consisting of the individuals and their respective Claims that fall within the scope of the following definition: “All individuals who paid money to or for the benefit of Galileo, prior to the filing of its chapter 11 petition, as a full or partial deposit, advance, or payment for any 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 chargeback with their payment issuer or otherwise.”
Customer Class Member(s)	means any member of the Customer Class. For the avoidance of doubt, a Customer Class Member includes any Customer who made a timely election of the Credit Option or Coupon Option in response to the Summer 2020 Settlement Offer.
Customer Class Member Claim(s)	means any Claim that is held by a Customer Class Member, to the extent that such Claim falls within the scope of the Customer Class.
Customer Class Notice	means the notice to be provided to the Customer Class Members containing information regarding the certification of the Customer Class and this Agreement as required by Civil Rule 23.
Customer Class Representative Claim	means the representative Claim held by the Customer Class Representatives, in their representative capacity on behalf of the Customer Class and all Customer Class Members, which is comprised of all Customer Class Member Claims.
Customer Class Service Deadline	means the deadline to be established by the Court, by which the Customer Class Notice and Settlement Response Form must be served on the Customer Class Members.
Customer Database	means the electronic database created for the purposes of this Agreement, which stores the Initial Customer Data, Supplemental Customer Data, Customer Treatment Data, and any other data or information regarding a Customer or Customer Class Member as required by this Agreement.

<u>Defined Term</u>	<u>Meaning</u>
Customer Treatment Data	means the data or information described in Exhibit H to this Agreement with respect to a Customer Class Member.
Customer Website Data	means the data or information described in Exhibit I to this Agreement with respect to a Customer.
Debtor's Counsel	means Hanson Bridgett LLP, counsel for the Debtor in the Chapter 11 Case.
Debtor's Schedules	means the schedules of assets and liabilities and the statement of financial affairs filed by the Debtor in the Chapter 11 Case in accordance with § 521 of the Bankruptcy Code and Bankruptcy Rule 1007, including any amendments or modifications thereto.
Deferred Cash Payment Option	means the option for deferred payments of cash offered by the Debtor to a Customer Class Member under this Agreement, the terms and conditions of which are set forth in Exhibit D to this Agreement.
Deferred Cash Payment(s)	means any deferred payment of cash, funded from the cash of the Reorganized Debtor, that is required to be made to a Customer Class Member who elects the Deferred Cash Payment Option under this Agreement.
Disbursable Amount	means an aggregate amount of Settlement Disbursements that must be made on a Disbursement Date, as specified in the Disbursement Schedule.
Disbursement Date(s)	means any date on which Settlement Disbursements must be made, as specified in the Disbursement Schedule, which includes (a) the date that is 14 days after the Effective Date, (b) October 1, 2021, (c) October 1, 2022, (d) May 1, 2023 (if the Annual Net Income for the calendar year 2022 is greater than \$1,750,000), (e) October 1, 2023, (f) May 1, 2024 (if the Annual Net Income for the calendar year 2023 is greater than \$1,750,000), (g) October 1, 2024, (h) April 30, 2025, and (i) the date that is 60 days after the closing of a Financing Event (if a Financing Event occurs prior to April 30, 2025).
Disbursement Priority Scheme	means the scheme establishing how the Disbursable Amount on a Disbursement Date is allocated between the Settlement Disbursements, as set forth in Section 3.8.5 of this Agreement.

<u>Defined Term</u>	<u>Meaning</u>
Disbursement Schedule	means the schedule establishing the timing and amounts of Settlement Disbursements to be made under this Agreement, as set forth in Section 3.8.4 of this Agreement.
Disclosure Statement	means the disclosure statement describing the Plan filed or to be filed in the Chapter 11 Case, as approved by the Court under § 1125 of the Bankruptcy Code.
Disclosure Statement Hearing	means the hearing to be conducted by the Court to consider the approval of the Disclosure Statement under § 1125 of the Bankruptcy Code.
Disclosure Statement Order	means the Order to be entered by the Court in the Chapter 11 Case approving the Disclosure Statement pursuant to § 1125 of the Bankruptcy Code and establishing the dates, deadlines, and procedures relating to the confirmation of the Plan.
Effective Date	means the date on which this Agreement becomes binding and effective, which date is the first Business Day after which each of the conditions set forth in Section 3.2.1 of this Agreement has been satisfied.
Effective Date Principal	means the Principal as of the Effective Date.
Effective Date Principal Pool	means the Principal Pool as of the Effective Date.
Electing Customer Class Member(s)	means any Customer Class Member who did not previously make a timely election of the Credit Option or Coupon Option in response to the Summer 2020 Settlement Offer.
Estate	means the estate created in the Chapter 11 Case under § 541 of the Bankruptcy Code.
Final Approval	means the Court's final approval of this Agreement under Civil Rule 23(e).
Final Approval Hearing	means the hearing to be conducted by the Court to consider the Final Approval Motion and Final Approval of this Agreement.
Final Approval Motion	means the motion to be jointly filed in the Chapter 11 Case by the Customer Class Representatives and Debtor seeking entry of the Final Approval Order.

<u>Defined Term</u>	<u>Meaning</u>
Final Approval Order	means the Order to be entered by the Court in the Chapter 11 Case granting Final Approval of this Agreement and other related relief.
Final Order(s)	means any Order as to which (a) the time to appeal, petition for a writ of certiorari, or move for reargument or rehearing has expired, and no appeal, petition for certiorari, or other proceeding for reconsideration or rehearing is pending, (b) any right to appeal, petition for certiorari, reargue, or rehear has been waived in writing in a form and in substance reasonably satisfactory to the Parties, (c) an appeal, writ of certiorari, reargument, or rehearing has been sought, and such Order has been affirmed by the highest court to which such Order was appealed or certiorari has been denied and the time to take further appeal, petition for writ of certiorari, reargument, or rehearing has expired.
Financing Event	means any transaction or series of transactions by which (a) the Reorganized Debtor raises capital through the sale of equity in the Reorganized Debtor to one or more third parties in one or more closings taking place within a 12-month period and (b) the net proceeds received by the Reorganized Debtor in connection therewith is in an aggregate amount of \$3,000,000 or more.
Form 1099	means the Internal Revenue Service's Form 1099-MISC.
Initial Customer Data	means the data or information described in Exhibit F to this Agreement with respect to a Customer.
Interest	means interest that accrues on the Principal that is owed to a Customer Class Member who elects the Deferred Cash Payment Option.
Interest Pool	means the aggregate Interest that is owed to all Customer Class Members who elect the Deferred Cash Payment Option.
Made-Whole Customer(s)	means any Customer who would otherwise be a member of the Customer Class but for the fact that such Customer received a return or refund of all money paid to or for the benefit of Galileo through a chargeback with their payment issuer or otherwise.
Net Disbursable Amount(s)	means an amount equal to the Disbursable Amount on a Disbursement Date, less the amounts of the Administrative Payment, Class Counsel Fee Payment, and Service Payments required to be made on such Disbursement Date.

<u>Defined Term</u>	<u>Meaning</u>
Order(s)	means any order or judgment of the Court as entered on the docket in the Chapter 11 Case or related adversary proceeding.
Petition Date	means May 6, 2020, the date on which the Debtor filed its chapter 11 petition, commencing the Chapter 11 Case.
Plan	means the Debtor’s plan of reorganization filed or to be filed in the Chapter 11 Case, including, without limitation, all exhibits and schedules thereto, either in its present form or as it may be altered, amended, or modified prior to entry of the Confirmation Order.
Plan Disbursement(s)	means any distribution, disbursement, payment, or transfer of cash or cash equivalents to be made to a holder of a Claim on account of such Claim, to the extent that such Claim is provided for in the Plan.
Plan Document	means the Plan, without incorporating this Agreement or any provisions hereof.
Plan Objection Deadline	means the deadline to be established by the Court, by which an objection to the Plan must be filed and served in order to be deemed timely.
Plan Voting Deadline	means the deadline to be established by the Court, by which a ballot voting on the Plan must be received in order to be deemed timely and effective.
Preliminary Approval	means the Court’s preliminary approval of this Agreement under Civil Rule 23(e).
Preliminary Approval Hearing	means the hearing to be conducted by the Court to consider the Preliminary Approval Motion and Preliminary Approval of this Agreement.
Preliminary Approval Motion	means the motion to be jointly filed in the Chapter 11 Case by the Customer Class Representatives and Debtor seeking entry of the Preliminary Approval Order.
Preliminary Approval Order	means the Order to be entered by the Court in the Chapter 11 Case granting Preliminary Approval of this Agreement and other related relief.
Principal	means principal that is owed to a Customer Class Member who elects the Deferred Cash Payment Option.

<u>Defined Term</u>	<u>Meaning</u>
Principal Pool	means the aggregate Principal that is owed to all Customer Class Members who elect the Deferred Cash Payment Option.
Pro Rata Share	means, at any particular time, the proportion that the amount of a Customer Class Member's Allowed Customer Class Member Claim bears to the aggregate amount of the Allowed Customer Class Member Claims held by all Customer Class Members who elected the Deferred Cash Payment Option under this Agreement.
Proof of Claim	means any proof of claim, either filed with the Court in the Chapter 11 Case or through the Claims Agent's website for the Chapter 11 Case, by a holder of a Claim.
Reorganized Debtor	mean the reorganized Debtor, in any and all forms, after the Plan is confirmed by the Court and becomes effective.
Reporting Data	means the data or information described in Exhibit E to this Agreement with respect to a Disbursement Date and the period preceding such Disbursement Date.
Service Award(s)	means any monetary award of compensation to be awarded to a Customer Class Representative under this Agreement, the amount of which is subject to the approval of the Court, to compensate the Customer Class Representative, as a designated representative of the Customer Class, for their services rendered and time and effort spent on behalf of the Customer Class in connection with the Chapter 11 Case.
Service Payment(s)	means any payment of cash, funded from the cash of the Reorganized Debtor, that is required to be made to a Customer Class Representative on account of their Service Award under this Agreement.
Settlement Administrator	means the administrator proposed by the Parties and appointed by the Court to administer this Settlement.
Settlement Disbursement(s)	means any Administrative Payment, Class Counsel Fee Payment, Service Payment, or Deferred Cash Payment.
Settlement Objection(s)	means any objection to this Agreement or the Final Approval thereof.
Settlement Objection Deadline	means the deadline to be established by the Court, by which a Settlement Objection must be filed and served in order to be deemed timely.

<u>Defined Term</u>	<u>Meaning</u>
Settlement Response Deadline	means the deadline to be established by the Court, by which a Settlement Response Form must be received in order to be deemed timely and effective.
Settlement Response Form	means the form to be completed, executed, and returned by a Customer Class Member, by which the Customer Class Member may (a) assert their Customer Class Member Claim, (b) make an election of a Treatment Option, and (c) opt out of the releases granted under this Agreement.
Settlement Website	means the website created for the purposes of this Agreement and for the benefit of the Customers and Customer Class Members.
Summer 2020 Settlement Offer	means the Debtor's written offer presented to a Customer Class Member in summer 2020 to elect the Credit Option or Coupon Option, as approved by the Court pursuant to the Summer 2020 Settlement Order.
Summer 2020 Settlement Order	means the Order entitled <i>Order Granting Motion of Debtor Galileo Learning, LLC for Entry of Order Approving Settlement with Certain Customer/Creditors</i> , which was entered by the Court in the Chapter 11 Case on May 20, 2020, at docket no. 48.
Supplemental Customer Data	means the data or information described in Exhibit G to this Agreement with respect to a Customer Class Member.
Treatment Option(s)	means the Credit Option, Coupon Option, or Deferred Cash Payment Option, offered by the Debtor to an Electing Customer Class Member under this Agreement.