

**This order is SIGNED.**

**Dated: November 22, 2017**

  
KEVIN R. ANDERSON  
U.S. Bankruptcy Judge



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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:	Case No. 17-29073
VIDANGEL, INC.,	Chapter 11
Debtor,	Judge Kevin R. Anderson

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**FINAL ORDER AUTHORIZING THE EMPLOYMENT AND  
RETENTION OF PARSONS BEHLE & LATIMER AS ATTORNEYS  
FOR THE DEBTOR**

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Upon the application (the “**Application**”)<sup>1</sup> filed by the above-captioned debtor and debtor-in-possession (the “**Debtor**”) for entry of a final order (this “**Final Order**”) under sections 327(a) and 328(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 2014 and 6003(a) of the Federal Rules of Bankruptcy Procedure authorizing the Debtor to retain and employ Parsons Behle & Latimer (“**Parsons Behle**”) as its attorneys to provide the services described in the Application, and upon the Court’s consideration of the Beckett Declaration, the Supplemental Beckett Declaration, and the First Day Declaration; and it appearing that this Court has jurisdiction to consider the Application under 28 U.S.C. §§ 157 and 1334; and it appearing that venue of this chapter 11 case and the Application in this district is proper under 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

under 28 U.S.C. § 157(b); and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and after due deliberation thereon; and a hearing having been held to consider the relief requested in the Application; and upon due deliberation on the Application, the record of the interim hearing and the final hearing, and all of the proceedings heard before the Court; and any objections to the Application having been withdrawn or overruled; and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtor, its estate and creditors, and all parties in interest; and it appearing that the attorneys at Parsons Behle who will perform services on behalf of the Debtor in this chapter 11 case are duly qualified to practice before this Court; and the Court finding, based on the advisements made in the Application and the Beckett Declaration that Parsons Behle does not represent any interest materially adverse to the Debtor and/or the Debtor's estate with respect to the matters upon which it is to be engaged, that it is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code, that its employment is necessary and in the best interests of the Debtor's estate, and sufficient cause appearing,

THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Application to employ Parsons Behle in this case is APPROVED in its entirety on a final basis under section 327(a) of the Bankruptcy Code.
2. Parsons Behle shall apply for compensation and reimbursement of costs under sections 330 and 331 of the Bankruptcy Code, as set forth in its Engagement Agreement with the Debtor for services rendered and costs incurred on behalf of the Debtor.
3. **Parsons Behle may seek interim payment of compensation and reimbursement of expenses in accordance with the procedures set forth in the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals (See Docket No. 100).**

4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

**[END OF DOCUMENT]**

**DESIGNATION OF PARTIES TO RECEIVE NOTICE**

Service of the foregoing **FINAL ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF PARSONS BEHLE & LATIMER AS ATTORNEYS FOR THE DEBTOR** shall be served to the parties and in the manner designated below:

By Electronic Service: I certify that the parties of record in this case as identified below, are registered CM/ECF users.

- J. Thomas Beckett tbeckett@parsonsbehle.com, ecf@parsonsbehle.com;brothschild@parsonsbehle.com;kstankevitz@parsonsbehle.com
- Laurie A. Cayton tr laurie.cayton@usdoj.gov, James.Gee@usdoj.gov;Lindsey.Huston@usdoj.gov;Suzanne.Verhaal@usdoj.gov
- Michael R. Johnson mjohnson@rqn.com, docket@rqn.com;dburton@rqn.com
- David H. Leigh dleigh@rqn.com, dburton@rqn.com;docket@rqn.com
- Grace S. Pusavat gpusavat@parsonsbehle.com
- Brian M. Rothschild brothschild@parsonsbehle.com, ecf@parsonsbehle.com
- United States Trustee USTPRegion19.SK.ECF@usdoj.gov

By U.S. Mail - In addition to the parties of record receiving notice through the CM/ECF system, the following parties should be served notice pursuant to Fed R. Civ. P. 5(b).

Tanner LLC  
Key Bank Tower  
36 S State Street  
Suite 600  
Salt Lake City, UT 84111-1400

Todd Rosen  
Munger, Tolles & Olson, LLP  
350 South Grand Avenue, 50th Floor  
Los Angeles, CA 90071-3426

Kelly M. Klaus  
Munger, Tolles & Olson, LLP  
350 South Grand Avenue, 50th Floor  
Los Angeles, CA 90071-3426

Gil Miller  
Rocky Mountain Advisory  
215 South State Street Ste 550  
Salt Lake City, UT 84111

Analysis Group, Inc.  
333 South Hope Street, 27th Floor  
Los Angeles, CA 90071

Dated this 13th day of November, 2017.

**PARSONS BEHLE & LATIMER**

By: /s/ Brian M. Rothschild  
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Brian M. Rothschild  
Proposed Attorneys for VidAngel, Inc.

Certificate of Notice Page 5 of 6  
United States Bankruptcy Court  
District of UtahIn re:  
VidAngel, Inc.  
DebtorCase No. 17-29073-KRA  
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 1088-2

User: mkh  
Form ID: pdfor1Page 1 of 2  
Total Noticed: 5

Date Rcvd: Nov 22, 2017

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Nov 24, 2017.

consult +Analysis Group, Inc., 333 South Hope Street, 27th Floor, Los Angeles, CA 90071-1406  
fa +Gil Miller, Rocky Mountain Advisory, 215 South State Street Ste 550,  
Salt Lake City, UT 84111-2356  
sp Kelly M. Klaus, Munger, Tolles & Olson, LLP, 350 South Grand Avenue, 50th Floor,  
Los Angeles, CA 90071-3426  
fa +Tanner LLC, Key Bank Tower, 36 S State Street, Suite 600,  
Salt Lake City, UT 84111-1400, UNITED STATES 84111-1400  
sp Todd Rosen, Munger, Tolles & Olson, LLP, 350 South Grand Avenue, 50th Floor,  
Los Angeles, CA 90071-3426

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.  
NONE. TOTAL: 0

\*\*\*\*\* BYPASSED RECIPIENTS (undeliverable, \* duplicate) \*\*\*\*\*

acc\* +Gil Miller, Rocky Mountain Advisory, 215 South State Street Ste 550,  
Salt Lake City, UT 84111-2356

TOTALS: 0, \* 1, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

**I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.****Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Nov 24, 2017

Signature: /s/Joseph Speetjens**CM/ECF NOTICE OF ELECTRONIC FILING**

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on November 22, 2017 at the address(es) listed below:

Brian M. Rothschild on behalf of Debtor VidAngel, Inc. brothschild@parsonsbehle.com,  
ecf@parsonsbehle.com  
David H. Leigh on behalf of Interested Party Warner Brothers Entertainment, Inc.  
dleigh@rqn.com, dburton@rqn.com;docket@rqn.com  
David H. Leigh on behalf of Interested Party Turner Entertainment Company dleigh@rqn.com,  
dburton@rqn.com;docket@rqn.com  
David H. Leigh on behalf of Interested Party New Line Productions, Inc. dleigh@rqn.com,  
dburton@rqn.com;docket@rqn.com  
David H. Leigh on behalf of Attorney David H. Leigh dleigh@rqn.com,  
dburton@rqn.com;docket@rqn.com  
David H. Leigh on behalf of Interested Party Lucasfilm Ltd. dleigh@rqn.com,  
dburton@rqn.com;docket@rqn.com  
David H. Leigh on behalf of Interested Party MVL Film Finance LLC dleigh@rqn.com,  
dburton@rqn.com;docket@rqn.com  
David H. Leigh on behalf of Interested Party Disney Enterprises, Inc. dleigh@rqn.com,  
dburton@rqn.com;docket@rqn.com  
David H. Leigh on behalf of Interested Party Twentieth Century Fox Film Corporation  
dleigh@rqn.com, dburton@rqn.com;docket@rqn.com  
Grace S. Pusavat on behalf of Debtor VidAngel, Inc. gpusavat@parsonsbehle.com  
J. Thomas Beckett on behalf of Debtor VidAngel, Inc. tbeckett@parsonsbehle.com,  
ecf@parsonsbehle.com;brothschild@parsonsbehle.com;kstankevitz@parsonsbehle.com  
Laurie A. Cayton tr on behalf of U.S. Trustee United States Trustee laurie.cayton@usdoj.gov,  
James.Gee@usdoj.gov;Lindsey.Huston@usdoj.gov;Suzanne.Verhaal@usdoj.gov  
Michael R. Johnson on behalf of Interested Party Lucasfilm Ltd. mjohnson@rqn.com,  
docket@rqn.com;dburton@rqn.com  
Michael R. Johnson on behalf of Interested Party Twentieth Century Fox Film Corporation  
mjohnson@rqn.com, docket@rqn.com;dburton@rqn.com  
Michael R. Johnson on behalf of Interested Party New Line Productions, Inc. mjohnson@rqn.com,  
docket@rqn.com;dburton@rqn.com  
Michael R. Johnson on behalf of Attorney Michael R. Johnson mjohnson@rqn.com,  
docket@rqn.com;dburton@rqn.com

District/off: 1088-2

User: mkh  
Form ID: pdfor1

Page 2 of 2  
Total Noticed: 5

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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Michael R. Johnson	on behalf of Interested Party	Warner Brothers Entertainment, Inc.
mjohnson@rqn.com,	docket@rqn.com;dburton@rqn.com	
Michael R. Johnson	on behalf of Interested Party	Turner Entertainment Company
mjohnson@rqn.com,	docket@rqn.com;dburton@rqn.com	
Michael R. Johnson	on behalf of Interested Party	Disney Enterprises, Inc. mjohnson@rqn.com,
docket@rqn.com;dburton@rqn.com		
Michael R. Johnson	on behalf of Interested Party	MVL Film Finance LLC mjohnson@rqn.com,
docket@rqn.com;dburton@rqn.com		
United States Trustee	USTPRegion19.SK.ECF@usdoj.gov	

TOTAL: 21