

This order is SIGNED.

Dated: November 22, 2017

Kevin R. Anderson
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: VIDANGEL, INC., Debtor,	Case No. 17-29073 Chapter 11 Judge Kevin R. Anderson
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**ORDER GRANTING DEBTOR’S MOTION TO EMPLOY BAKER
MARQUART LLP AS SPECIAL COUNSEL PURSUANT TO
BANKRUPTCY CODE § 327(e)**

The Court has considered the motion (the “**Motion**”)¹ filed by the above-captioned debtor and debtor-in-possession (the “**Debtor**” or “**VidAngel**”) requesting authorization to employ Baker Marquart LLP (“**Baker Marquart**”) as special counsel, the Declaration of Jaime W. Marquart in Support of the Motion, and applicable law. Based thereon, the Court finds that (i) the employment of Baker Marquart as special counsel to the Debtor is in this best interests of the Debtor’s bankruptcy estate; (ii) Baker Marquart does not represent any interest materially adverse to the Debtor or the bankruptcy estate with respect to the matter on which it is to be employed; and (iii) Baker Marquart is a “disinterested person” as that term is defined in section 327(e) of the Bankruptcy Code. Accordingly, and for good cause otherwise appearing,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED;

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

2. The Debtor is authorized under 11 U.S.C. § 327(e) and Federal Rule of Bankruptcy Procedure 2014 to employ Baker Marquart as special counsel for and on behalf of the Debtor, as outlined in the Motion; and

3. The Debtor may employ Baker Marquart at Baker Marquart's hourly rates, plus actual and necessary expenses

4. Baker Marquart 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).

[END OF ORDER]

DESIGNATION OF PARTIES TO RECEIVE NOTICE

Service of the foregoing **ORDER GRANTING DEBTOR'S MOTION TO EMPLOY BAKER MARQUART LLP AS SPECIAL COUNSEL PURSUANT TO BANKRUPTCY CODE § 327(e)** 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

Lev E. Breydo
Munger, Tolles & Olson LLP
350 South Grand Ave, 50th Floor
Los Angeles, CA 90071-3426

Dated this 20th day of November, 2017.

PARSONS BEHLE & LATIMER

By: /s/ Brian M. Rothschild

Brian M. Rothschild
Proposed Attorneys for VidAngel, Inc.

Certificate of Notice Page 4 of 5
 United States Bankruptcy Court
 District of Utah

In re:
 VidAngel, Inc.
 Debtor

Case No. 17-29073-KRA
 Chapter 11

CERTIFICATE OF NOTICE

District/off: 1088-2

User: mkh
 Form ID: pdfor1

Page 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

Date Rcvd: Nov 22, 2017

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