

**This order is SIGNED.**

**Dated: December 7, 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**

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

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**FINAL ORDER AUTHORIZING (1) PAYMENT OF CERTAIN  
PRE-PETITION WAGES, SALARIES, AND OTHER  
COMPENSATION, (2) WITHHOLDINGS FROM EMPLOYEE  
PAYCHECKS AND RELATED DEDUCTIONS AND PAYMENTS,  
(3) EMPLOYEE BENEFITS, AND (4) REIMBURSABLE  
EXPENSES**

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Upon the motion (the “**Motion**”)<sup>1</sup> filed by the above-captioned debtor and debtor-in-possession (the “**Debtor**”) seeking entry of an order authorizing the Debtor to pay pre-petition wages, salaries, payroll taxes, benefits, and related expenses in accordance with its existing policies; and the Court, having reviewed the Motion and having heard the statements of counsel in support of the relief requested in the Motion at the hearing before the Court (the “**Hearing**”), finds that the Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334, that this is a core matter under 28 U.S.C. § 157(b)(2), that notice of the Motion and the Hearing were sufficient under the circumstances and that no further notice need be given; and the legal and

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

factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein and that such relief is necessary to avoid immediate and irreparable harm to the Debtor's estate,

THEREFORE, IT IS HEREBY ORDERED THAT

1. The Motion is GRANTED as provided herein on a final basis.
2. The Debtor is authorized, but not required, to continue to (a) honor all Payroll Obligations, whether attributable to the period before or after the Petition Date, (b) deduct and remit to the proper recipients thereof all customary withholdings, including payroll taxes and garnishments, from the Employees' pay, whether attributable to the period before or after the Petition Date, (c) maintain and fulfill its obligations with respect to all Employee Benefits and related contracts, whether attributable to the period before or after the Petition Date; and (d) reimburse Employees and Contractors for customarily reimbursable expenses, whether such obligations are attributable to the period before or after the Petition Date.
3. Notwithstanding Bankruptcy Rules 6004(h), 7062, or 9014, the terms and conditions of this Order shall be immediately effective upon its entry.
4. The Court retains jurisdiction with respect to 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 (1) PAYMENT OF CERTAIN PRE-PETITION WAGES, SALARIES, AND OTHER COMPENSATION, (2) WITHHOLDINGS FROM EMPLOYEE PAYCHECKS AND RELATED DEDUCTIONS AND PAYMENTS, (3) EMPLOYEE BENEFITS, AND (4) REIMBURSABLE EXPENSES** 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 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: sjl  
 Form ID: pdfor1

Page 1 of 2  
 Total Noticed: 5

Date Rcvd: Dec 08, 2017

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 10, 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: Dec 10, 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 December 8, 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	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	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 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
Lev E. Breydo	on behalf of Interested Party	New Line Productions, Inc. lev.breydo@mto.com
Lev E. Breydo	on behalf of Interested Party	MVL Film Finance LLC lev.breydo@mto.com
Lev E. Breydo	on behalf of Interested Party	Turner Entertainment Company lev.breydo@mto.com
Lev E. Breydo	on behalf of Interested Party	Lucasfilm Ltd. lev.breydo@mto.com
Lev E. Breydo	on behalf of Interested Party	Twentieth Century Fox Film Corporation lev.breydo@mto.com
Lev E. Breydo	on behalf of Interested Party	Disney Enterprises, Inc. lev.breydo@mto.com
Lev E. Breydo	on behalf of Interested Party	Warner Brothers Entertainment, Inc. lev.breydo@mto.com
Michael R. Johnson	on behalf of Interested Party	Twentieth Century Fox Film Corporation mjohanson@rqn.com, docket@rqn.com;dburton@rqn.com

District/off: 1088-2

User: sjl  
Form ID: pdfor1

Page 2 of 2  
Total Noticed: 5

Date Rcvd: Dec 08, 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	Turner Entertainment Company
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		
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	New Line Productions, Inc. mjohnson@rqn.com,
docket@rqn.com;dburton@rqn.com		
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	Disney Enterprises, Inc. mjohnson@rqn.com,
docket@rqn.com;dburton@rqn.com		
Todd J. Rosen	on behalf of Interested Party	Disney Enterprises, Inc. todd.rosen@mto.com
Todd J. Rosen	on behalf of Interested Party	New Line Productions, Inc. todd.rosen@mto.com
Todd J. Rosen	on behalf of Interested Party	MVL Film Finance LLC todd.rosen@mto.com
Todd J. Rosen	on behalf of Interested Party	Turner Entertainment Company todd.rosen@mto.com
Todd J. Rosen	on behalf of Interested Party	Twentieth Century Fox Film Corporation
todd.rosen@mto.com		
Todd J. Rosen	on behalf of Interested Party	Warner Brothers Entertainment, Inc.
todd.rosen@mto.com		
Todd J. Rosen	on behalf of Interested Party	Lucasfilm Ltd. todd.rosen@mto.com
United States Trustee	USTPRegion19.SK.ECF@usdoj.gov	

TOTAL: 33