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

In re: VIDANGEL, INC., Debtor.	Case No. 17-29073 Chapter 11 Judge Kevin R. Anderson
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**DECLARATION OF CLINTON E. DUKE IN SUPPORT OF
DEBTOR'S MOTION TO EMPLOY BAKER MARQUART
LLP AS SPECIAL COUNSEL UNDER SECTION 327(e) OF
THE BANKRUPTCY CODE**

I, Clinton E. Duke, upon being first duly sworn, do hereby depose and state as follows:

1. I make this declaration pursuant to Rule 2014 of the Federal Rules of Bankruptcy Procedure in support of the Application of Debtor-in-possession VidAngel, Inc. ("VidAngel" or "Debtor") to retain the law firm of Durham Jones & Pinegar ("DJP") to represent the Debtor as special counsel.

2. I am a member in good standing of the State Bar of Utah, and am admitted to practice in the United States District Court for the District of Utah. I am a shareholder of DJP, and am based at its Salt Lake City, Utah office.

3. The Debtor wishes to employ DJP to represent it as special counsel to represent it in connection with two lawsuits commenced by VidAngel and pending in the United States District Court, for the District of Utah, Central Division, case no. 2:17-cv-00989 (the “Copyright Lawsuit”) and case no. 2:14-cv-00160 (the “Patent Lawsuit”).

4. To the best of my knowledge and belief, formed after a review of DJP’s business and client records, DJP has no direct or indirect relationship to, connection with the Debtor, any of the Debtor’s creditors, any other party in interest, or any of their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, except as set forth herein:

(a) DJP represented the Debtor in the Copyright Lawsuit and the Patent Lawsuit prior to the filing of the bankruptcy petition. As of the Petition Date, the Debtor owed DJP \$1,664.00 for legal services and \$125.00 for expenses related to the Copyright Lawsuit and \$14,979.00 for legal services and \$93.10 for expenses related to the Patent Lawsuit.

5. DJP has extensive knowledge of the facts, legal issues, and procedural matters in the Copyright Lawsuit and the Patent Lawsuit based upon its involvement in those proceedings.

6. DJP has substantial experience representing parties in complex commercial litigation, including litigation relating to real property, and in all major commercial law areas, including, but not limited to, complex business reorganizations, general corporate law, and corporate finance litigation, as well as complex patent litigation.

7. Based upon the foregoing, I believe that DJP is qualified to represent the Debtor as special counsel in the Bankruptcy Case with respect to the matters proposed, that DJP has no

materially adverse interest to the bankruptcy estate or the Debtor with respect to the matters for which the Debtor proposes to engage DJP as special counsel, and that DJP representing the Debtor as special counsel would be in the best interests of the bankruptcy estate of the Bankruptcy Case and its creditors.

8. Subject to bankruptcy court approval, DJP shall seek compensation at its customary hourly rates, plus actual and necessary expenses for which DJP typically seeks reimbursement, including facsimile charges, copy charges, mail and postage charges, computerized research, transcription costs, courier services, and travel costs where necessary.

9. The hourly rates for DJP's attorneys are subject to adjustment each year, usually on an annual basis. It is anticipated that Douglas B. Thayer and Andy V. Wright will be the primary attorneys responsible for representing the Debtor as special counsel in the Copyright Lawsuit. The current billing rates of Douglas B. Thayer and Andy V. Wright are \$325.00 and \$260.00, respectively. It is anticipated that Clinton E. Duke and Matthew J. Orme will be the primary attorneys responsible for representing the Debtor as special counsel in the Patent Lawsuit. The current billing rates of Clinton E. Duke and Matthew J. Orme are \$350.00 and \$220.00, respectively. In addition to the attorneys identified above, other attorneys and paralegals employed by Durham Jones & Pinegar may perform services from time to time in connection with DJP's representation of the Debtor as special counsel.

10. DJP has not agreed to share the compensation that the firm, or any attorney with DJP, may be awarded in this case with any other person, attorney or entity, except as is customary in a professional corporation.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States that the foregoing statements are true and correct.

DATED this 6 day of November, 2017.



Clinton E. Duke

Proposed Special Counsel for the Debtor