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

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In re:

VIDANGEL, INC.,

Debtor,

Case No. 17-29073

Chapter 11

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the final hearing, and all of the proceedings heard before the Court; and any objections to the Application having been withdrawn or overruled; and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtor, its estate and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. Subject to this Court's entry of any order establishing different compensation procedures, upon receiving any invoice from Parsons Behle, the Debtor is authorized to pay to Parsons Behle 80 percent of the requested fees and 100 percent of the requested expenses. Upon approval of an interim application (which may be sought on a quarterly basis) or a final fee

application, the Debtor is authorized to pay all unpaid fees and expenses up to 100 percent of the approved fees and expenses.

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@parsonsbhleh.com, ecf@parsonsbhleh.com;brothschild@parsonsbhleh.com;kstankevitz@parsonsbhleh.com
- Laurie A. Cayton tr laurie.cayton@usdoj.gov, James.Gee@usdoj.gov;Lindsey.Huston@usdoj.gov;Suzanne.Verhaal@usdoj.gov
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- Grace S. Pusavat gpusavat@parsonsbhleh.com
- Brian M. Rothschild brothschild@parsonsbhleh.com, ecf@parsonsbhleh.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).

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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  
Brian M. Rothschild  
Proposed Attorneys for VidAngel, Inc.