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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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**ORDER ESTABLISHING PROCEDURES FOR INTERIM  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
RETAINED PROFESSIONALS**

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Upon the motion (the “**Motion**”)<sup>1</sup> filed by the above-captioned debtor and debtor-in-possession (the “**Debtor**”), for entry of an order (this “**Order**”) under sections 105(a), 330, and 331 of the Bankruptcy Code, and Bankruptcy Rule 2016, establishing compensation procedures for compensation and reimbursement of expenses of Professionals retained in this Case, all as further described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to under 28 U.S.C. § 157(b)(2); and venue being proper in this Court under 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances;

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

and an interim hearing and final hearing having been held to consider the relief requested in the Motion (the “**Hearings**”); and upon the First Day Declaration, the record of the Hearings, and all proceedings heard before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtor’s estate, its creditors, and other parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED as follows:

1. The Motion is granted to the extent provided herein.
2. Except as otherwise provided in an order of the Court authorizing the retention of a particular Professional, the Professionals specifically retained by an order of the Court in this Case may seek interim payment of compensation and reimbursement of expenses in accordance with the following procedures (the “**Compensation Procedures**”):
  - a. On the last day of each month, each Professional may prepare a monthly billing statement describing the services provided and the fees and costs incurred (the “**Monthly Statement**”) during the prior month (the “**Compensation Period**”). Each Professional will provide its Monthly Statement to (a) the Debtor, c/o Brian M. Rothschild, Parsons Behle & Latimer, 201 S. Main St., Ste 1800, Salt Lake City, UT 84111 and by email, BRothschild@parsonsbehle.com, (b) the Office of the United States Trustee for the District of Utah (the “**U.S. Trustee**”), both by ECF filing and by email to Vince.Cameron@usdoj.gov and Laurie.Cayton@usdoj.gov; and (c) the Official Committee of Unsecured Creditors, if any, appointed in this Case (collectively, the “**Notice Parties**”).
  - b. At the expiration of the 14-calendar day period (with no extra days for mailing), the Debtor will promptly pay 100% of the expenses and 80% of the fees that each Professional requested in the Monthly Statement, except such fees or

expenses as to which an objection has been served as provided in the following paragraph.

- c. If any of the Notice Parties has an objection to the compensation or reimbursement sought in a particular Monthly Statement, that party must serve the respective Professional and the other Notice Parties, so as to ensure receipt within 14 days of the mailing date of the particular Monthly Statement, a written “Notice of Objection to Fee Statement” setting forth the specific objection and the dollar amount in dispute. The objecting party and the Professional whose Monthly Statement is objected to shall seek to resolve the objection informally. If the parties are unable to reach an agreement on the amount to be paid within one week of receipt of the objection, the objecting party must within three (3) business days file its objection with the Court and serve it upon the respective Professional and the Notice Parties whereupon the Court will consider and determine the objection under section 331 of the Bankruptcy Code. If no timely objection is filed with the Court, the Debtors will promptly pay 100% of the expenses and 80% of the fees that such Professional requested in the Monthly Statement.
- d. In order to continue participating in the receipt of monthly payments, after submitting four consecutive Monthly Statements, each of the Professionals must file with the Court and serve on the Notice Parties, an application for interim Court approval and allowance of compensation under 11 U.S.C § 331 (the “**Interim Fee Applications**”).
- e. The filing of an Interim Fee Application prior to submitting a first Monthly Statement shall not preclude a Professional from participating in the Interim Procedure for subsequent months.
- f. The pendency of an Interim Fee Application or the pendency of any Notice of Objection to Monthly Statement will not disqualify a Professional from the

future submission and payment of fees and expenses under the Interim Procedures described above. **Neither the payment of, nor the failure to pay, in whole or in part, compensation and reimbursement as provided in these procedures, will bind any party in interest or this Court with respect to any Monthly Statement with respect to the final allowance of compensation and reimbursement of Professionals in accordance with the foregoing Interim Procedures.**

3. All time periods referenced in this Order and in the Compensation Procedures shall be calculated in accordance with Bankruptcy Rule 9006(a).

4. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

5. 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 **ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR RETAINED PROFESSIONALS** 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 mjohanson@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

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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.