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Proposed Attorneys for VidAngel, Inc.

**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

DECLARATION OF GIL A. MILLER

I, Gil A. Miller, declare as follows:

1. I am the Senior Managing Member of Rocky Mountain Advisory, LLC (“**RMA**”).
2. I am over the age of 18 and competent to testify as to the matters set forth herein.

The facts set forth herein are based upon my personal knowledge or upon my review of records of Debtor VidAngel, Inc. (the “**Debtor**” or “**VidAngel**”).

3. I submit this Declaration in support of the Debtor’s Application for Interim and Final Orders Authorizing the Employment and Retention of Gil Miller and Rocky Mountain Advisory, LLC as Financial Advisor for the Debtor (the “**Application**”), filed concurrently herewith, and to make certain disclosures required under Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

4. RMA maintains its principal offices at 215 South State, Suite 550, Salt Lake City, Utah 84111.

5. In connection with my responsibilities under Bankruptcy Rule 2014, I assert that I am not aware of any “connections” that RMA has with the foregoing parties.

6. To the best of my knowledge, RMA and I are “disinterested persons” as defined in 11 U.S.C. § 101(14), and neither RMA nor I (i) has any material connection with the Debtor, its creditors, any other party in interest, their respective advisors, including Parsons Behle & Latimer, the United States Trustee, or any person employed in the office of the United States Trustee, or (ii) holds or represents any interest adverse to the Debtor, or its estate.

7. I will continue to monitor RMA’s and my own connections with parties in interest and our disinterestedness. If and when any other connections or issues pertaining to disinterestedness come to my attention, I will promptly supplement this declaration as required by Bankruptcy Rule 2019.

8. RMA and I represent no interest adverse to the Debtor or its estate in the matters upon which RMA is to be engaged.

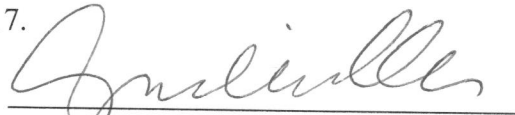
9. RMA hereafter intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Title 11 of the United States Code (the “**Bankruptcy Code**”), the Bankruptcy Rules, and the local rules and orders of the Court (the “**Local Rules**”), consistent with the Engagement Agreement and the Application, for all services performed for, and qualified reimbursable expenses incurred on behalf of, the Debtor by RMA.

10. No promises have been solicited or received by RMA or any of its employees as to any payment or compensation in connection with these cases other than in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, and as described in the

Engagement Agreement. RMA has no agreement with any other entity to share with such entity any compensation received by RMA.

I, Gil A. Miller, hereby declare, under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct.

DATED this 18th day of October, 2017.



Gil A. Miller
Senior Managing Member
Rocky Mountain Advisory, LLC