

This order is **SIGNED**.

Dated: October 26, 2017

Kevin R. Anderson
KEVIN R. ANDERSON
U.S. Bankruptcy Judge



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

<p>In re:</p> <p>VIDANGEL, INC.,</p> <p>Debtor,</p>	<p>Case No. 17-29073</p> <p>Chapter 11</p> <p>Judge Kevin R. Anderson</p>
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**INTERIM ORDER GRANTING DEBTOR'S MOTION
AUTHORIZING THE PAYMENT OF CERTAIN PRE-PETITION
AND POST-PETITION TAXES AND FEES**

Upon the motion (the "**Motion**")¹ filed by the above-captioned debtor and debtor-in-possession (the "**Debtor**") seeking entry of an order authorizing the Debtor to pay pre-petition taxes and fees, if any, and continue to pay such taxes and fees in the ordinary course of business; 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 factual bases

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

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 on an interim basis to the extent provided herein pending the hearing on the Final Order granting the Motion.

2. Any objection to the Motion must be filed in the Court and served on counsel to the Debtor so that such objection is received no later than **November 7, 2017, at 5:00 p.m. (Prevailing Utah Time)** (the "**Objection Deadline**"). If any party in interest files an objection, the Court will hold a hearing on the relief sought in the Motion on a final basis on **November 14, 2017, at 10:00 a.m. (Prevailing Utah Time)** (the "**Final Hearing**") at the United States Bankruptcy Court, Frank E. Moss, U.S. Courthouse, 350 South Main Street, Courtroom 376, Salt Lake City, Utah 84101. If no objections are filed to the Motion, this Court may enter a Final Order on the Motion without holding the Final Hearing.

3. Entry of this Interim Order is without prejudice to the rights of any party in interest to interpose an objection to the Motion, and any such objection will be considered on a *de novo* basis at the final hearing.

4. In the interim, the Debtor is authorized and empowered to take all actions necessary to implement the relief granted in this Interim Order.

5. The Debtor is authorized, but not required, to remit and pay (or use tax credits to offset) the Taxes and Fees that accrued prior to the Petition Date and that will become payable during the pendency of this Chapter 11 case and remit and pay (or use tax credits to offset) Taxes and Fees that arise or accrue in the ordinary course of business on a post-petition basis.

6. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the pre-petition and post-petition obligations approved

herein are authorized and directed to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtor's designation of any particular check or electronic payment request as approved by this Interim Order.

7. The Debtor is authorized to issue post-petition checks, or to effect post-petition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of this Chapter 11 case with respect to pre-petition amounts owed in connection with any Taxes and Fees.

8. Notwithstanding the relief granted in this Interim Order and any actions taken pursuant to such relief, nothing in this Interim Order shall be deemed (a) an admission as to the validity of any pre-petition claim against a Debtor entity, (b) a waiver of the Debtor's or any other party-in-interest's rights to dispute any pre-petition claim on any grounds, (c) a promise or requirement to pay a pre-petition claims, (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or any order granting the relief requested by this Motion, (e) a request or authorization to assume any pre-petition agreement, contract, or lease under Section 365 of the Bankruptcy Code, or (f) a waiver of the Debtor's or any other party-in-interest's rights under the Bankruptcy Code or any other applicable law.

9. Rule 6003 of the Bankruptcy Rules has been satisfied to the extent applicable.

10. Notwithstanding Bankruptcy Rules 6004, 7062, or 9014, the terms and conditions of this Order shall be immediately effective upon its entry.

11. 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 **INTERIM ORDER GRANTING DEBTOR'S MOTION AUTHORIZING THE PAYMENT OF CERTAIN PRE-PETITION AND POST-PETITION TAXES AND FEES** 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
- 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).

Gil Miller
Rocky Mountain Advisory
215 South State Street Ste 550
Salt Lake City, UT 84111

Dated this 23rd day of October, 2017.

PARSONS BEHLE & LATIMER

By: /s/ Brian M. Rothschild

Brian M. Rothschild
Proposed Attorneys for VidAngel, Inc.