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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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**INTERIM ORDER GRANTING, ON AN INTERIM BASIS,  
DEBTOR’S MOTION FOR AN ORDER AUTHORIZING  
(1) PAYMENT OF CERTAIN PRE-PETITION WAGES,  
SALARIES, AND OTHER COMPENSATION,  
(2) WITHHOLDINGS FROM EMPLOYEE PAYCHECKS AND  
RELATED DEDUCTIONS AND PAYMENTS, (3) EMPLOYEE  
BENEFITS, AND (4) REIMBURSABLE EXPENSES.**

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Upon the motion (the “**Motion**”)<sup>1</sup> filed by the above-captioned debtor and debtor-in-possession (the “**Debtor**”) seeking entry of an order authorizing the Debtor to pay pre-petition wages, salaries, payroll taxes, benefits, and related expenses in accordance with its existing policies; 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

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

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 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 continue to (a) honor all Payroll Obligations, whether attributable to the period before or after the Petition Date, (b) deduct and remit to the proper recipients thereof all customary withholdings, including payroll taxes and

garnishments, from the Employees' pay, whether attributable to the period before or after the Petition Date, (c) maintain and fulfill its obligations with respect to all Employee Benefits and related contracts, whether attributable to the period before or after the Petition Date; and (d) reimburse Employees and Contractors for customarily reimbursable expenses, whether such obligations are attributable to the period before or after the Petition Date; provided, however, that no Employee or Contractor may be paid in excess of \$12,850 per Employee or Contractor, the statutory priority claim afforded such claims under Sections 507(a)(4) and (a)(5) of the Bankruptcy Code on account of any pre-Petition Date claim.

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

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

8. 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, ON AN INTERIM BASIS, DEBTOR'S MOTION FOR AN ORDER AUTHORIZING (1) PAYMENT OF CERTAIN PRE-PETITION WAGES, SALARIES, AND OTHER COMPENSATION, (2) WITHHOLDINGS FROM EMPLOYEE PAYCHECKS AND RELATED DEDUCTIONS AND PAYMENTS, (3) EMPLOYEE BENEFITS, AND (4) REIMBURSABLE EXPENSES** 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

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Brian M. Rothschild  
Proposed Attorneys for VidAngel, Inc.