

**This order is SIGNED.**

**Dated: December 11, 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:  VIDANGEL, INC.,  Debtor,</p>	<p>Case No. 17-29073  Chapter 11  Judge Kevin R. Anderson</p>
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**ORDER GRANTING DEBTOR’S MOTION TO EMPLOY DURHAM  
JONES & PINEGAR AS SPECIAL COUNSEL PURSUANT TO  
BANKRUPTCY CODE § 327(e)**

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The Court has considered the motion (the “**Motion**”)<sup>1</sup> filed by the above-captioned debtor and debtor-in-possession (the “**Debtor**” or “**VidAngel**”) requesting authorization to employ Durham Jones & Pinegar (“**DJP**”) as special counsel, the Declaration of Clinton E. Duke in Support of the Motion, and applicable law. Based thereon, the Court finds that (i) the employment of DJP as special counsel to the Debtor is in this best interests of the Debtor’s bankruptcy estate; (ii) DJP does not represent any interest materially adverse to the Debtor or the bankruptcy estate with respect to the matter on which it is to be employed; and (iii) DJP is a “disinterested person” as that term is defined in section 327(e) of the Bankruptcy Code. Accordingly, and for good cause otherwise appearing,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED;

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

2. The Debtor is authorized under 11 U.S.C. § 327(e) and Federal Rule of Bankruptcy Procedure 2014 to employ DJP as special counsel for and on behalf of the Debtor, as outlined in the Motion; and

3. The Debtor may employ DJP at DJP's hourly rates, plus actual and necessary expenses

4. DJP may seek interim payment of compensation and reimbursement of expenses in accordance with the procedures set forth in the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals (See Docket No. 100).

**[END OF ORDER]**

**DESIGNATION OF PARTIES TO RECEIVE NOTICE**

Service of the foregoing **ORDER GRANTING DEBTOR'S MOTION TO EMPLOY DJP AS SPECIAL COUNSEL PURSUANT TO BANKRUPTCY CODE § 327(e)** 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 mjohnson@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

Kelly M. Klaus  
Munger, Tolles & Olson, LLP  
350 South Grand Avenue, 50th Floor  
Los Angeles, CA 90071-3426

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

Lev E. Breydo  
Munger, Tolles & Olson LLP  
350 South Grand Ave, 50th Floor  
Los Angeles, CA 90071-3426

Dated this 27th day of November, 2017.

**PARSONS BEHLE & LATIMER**

By: /s/ Grace S. Pusavat  
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Brian M. Rothschild  
Proposed Attorneys for VidAngel, Inc.

Certificate of Notice Page 4 of 5  
United States Bankruptcy Court  
District of UtahIn re:  
VidAngel, Inc.  
DebtorCase No. 17-29073-KRA  
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 1088-2

User: sjl  
Form ID: pdfor1Page 1 of 2  
Total Noticed: 5

Date Rcvd: Dec 11, 2017

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 13, 2017.

consult +Analysis Group, Inc., 333 South Hope Street, 27th Floor, Los Angeles, CA 90071-1406  
fa +Gil Miller, Rocky Mountain Advisory, 215 South State Street Ste 550,  
Salt Lake City, UT 84111-2356  
sp Kelly M. Klaus, Munger, Tolles & Olson, LLP, 350 South Grand Avenue, 50th Floor,  
Los Angeles, CA 90071-3426  
fa +Tanner LLC, Key Bank Tower, 36 S State Street, Suite 600,  
Salt Lake City, UT 84111-1400, UNITED STATES 84111-1400  
sp Todd Rosen, Munger, Tolles & Olson, LLP, 350 South Grand Avenue, 50th Floor,  
Los Angeles, CA 90071-3426

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.  
NONE. TOTAL: 0

\*\*\*\*\* BYPASSED RECIPIENTS (undeliverable, \* duplicate) \*\*\*\*\*

acc\* +Gil Miller, Rocky Mountain Advisory, 215 South State Street Ste 550,  
Salt Lake City, UT 84111-2356

TOTALS: 0, \* 1, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

**I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.****Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Dec 13, 2017

Signature: /s/Joseph Speetjens**CM/ECF NOTICE OF ELECTRONIC FILING**

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on December 11, 2017 at the address(es) listed below:

Brian M. Rothschild on behalf of Debtor VidAngel, Inc. brothschild@parsonsbehle.com,  
ecf@parsonsbehle.com  
David H. Leigh on behalf of Interested Party Lucasfilm Ltd. dleigh@rqn.com,  
dburton@rqn.com;docket@rqn.com  
David H. Leigh on behalf of Interested Party MVL Film Finance LLC dleigh@rqn.com,  
dburton@rqn.com;docket@rqn.com  
David H. Leigh on behalf of Interested Party Warner Brothers Entertainment, Inc.  
dleigh@rqn.com, dburton@rqn.com;docket@rqn.com  
David H. Leigh on behalf of Interested Party Turner Entertainment Company dleigh@rqn.com,  
dburton@rqn.com;docket@rqn.com  
David H. Leigh on behalf of Interested Party New Line Productions, Inc. dleigh@rqn.com,  
dburton@rqn.com;docket@rqn.com  
David H. Leigh on behalf of Interested Party Disney Enterprises, Inc. dleigh@rqn.com,  
dburton@rqn.com;docket@rqn.com  
David H. Leigh on behalf of Interested Party Twentieth Century Fox Film Corporation  
dleigh@rqn.com, dburton@rqn.com;docket@rqn.com  
Grace S. Pusavat on behalf of Debtor VidAngel, Inc. gpusavat@parsonsbehle.com  
J. Thomas Beckett on behalf of Debtor VidAngel, Inc. tbeckett@parsonsbehle.com,  
ecf@parsonsbehle.com;brothschild@parsonsbehle.com;kstankevitz@parsonsbehle.com  
Laurie A. Cayton tr on behalf of U.S. Trustee United States Trustee laurie.cayton@usdoj.gov,  
James.Gee@usdoj.gov;Lindsey.Huston@usdoj.gov;Suzanne.Verhaal@usdoj.gov  
Lev E. Breydo on behalf of Interested Party New Line Productions, Inc. lev.breydo@mto.com  
Lev E. Breydo on behalf of Interested Party MVL Film Finance LLC lev.breydo@mto.com  
Lev E. Breydo on behalf of Interested Party Turner Entertainment Company lev.breydo@mto.com  
Lev E. Breydo on behalf of Interested Party Lucasfilm Ltd. lev.breydo@mto.com  
Lev E. Breydo on behalf of Interested Party Twentieth Century Fox Film Corporation  
lev.breydo@mto.com  
Lev E. Breydo on behalf of Interested Party Disney Enterprises, Inc. lev.breydo@mto.com  
Lev E. Breydo on behalf of Interested Party Warner Brothers Entertainment, Inc.  
lev.breydo@mto.com  
Michael R. Johnson on behalf of Interested Party Twentieth Century Fox Film Corporation  
mjohnson@rqn.com, docket@rqn.com;dburton@rqn.com

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Form ID: pdfor1

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Total Noticed: 5

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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Michael R. Johnson	on behalf of Interested Party	Turner Entertainment Company
mjohnson@rqn.com,	docket@rqn.com;dburton@rqn.com	
Michael R. Johnson	on behalf of Interested Party	MVL Film Finance LLC mjohnson@rqn.com,
docket@rqn.com;dburton@rqn.com		
Michael R. Johnson	on behalf of Interested Party	Lucasfilm Ltd. mjohnson@rqn.com,
docket@rqn.com;dburton@rqn.com		
Michael R. Johnson	on behalf of Interested Party	New Line Productions, Inc. mjohnson@rqn.com,
docket@rqn.com;dburton@rqn.com		
Michael R. Johnson	on behalf of Interested Party	Warner Brothers Entertainment, Inc.
mjohnson@rqn.com,	docket@rqn.com;dburton@rqn.com	
Michael R. Johnson	on behalf of Interested Party	Disney Enterprises, Inc. mjohnson@rqn.com,
docket@rqn.com;dburton@rqn.com		
Todd J. Rosen	on behalf of Interested Party	Disney Enterprises, Inc. todd.rosen@mtto.com
Todd J. Rosen	on behalf of Interested Party	New Line Productions, Inc. todd.rosen@mtto.com
Todd J. Rosen	on behalf of Interested Party	MVL Film Finance LLC todd.rosen@mtto.com
Todd J. Rosen	on behalf of Interested Party	Turner Entertainment Company todd.rosen@mtto.com
Todd J. Rosen	on behalf of Interested Party	Twentieth Century Fox Film Corporation
todd.rosen@mtto.com		
Todd J. Rosen	on behalf of Interested Party	Warner Brothers Entertainment, Inc.
todd.rosen@mtto.com		
Todd J. Rosen	on behalf of Interested Party	Lucasfilm Ltd. todd.rosen@mtto.com
United States Trustee	USTPRegion19.SK.ECF@usdoj.gov	

TOTAL: 33