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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 GRANTING DEBTOR’S MOTION TO EMPLOY STRIS  
& MAHER LLP 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 Stris & Maher LLP (“**Stris & Maher**”) as special counsel, the Declaration of Victor O’Connell in Support of the Motion, and applicable law. Based thereon, the Court finds that (i) the employment of Stris & Maher as special counsel to the Debtor is in this best interests of the Debtor’s bankruptcy estate; (ii) Stris & Maher 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) Stris & Maher 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:

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

1. The Motion is GRANTED;.
2. The Debtor is authorized under 11 U.S.C. § 327(e) and Federal Rule of Bankruptcy Procedure 2014 to employ Stris & Maher as special counsel for and on behalf of the Debtor, as outlined in the Motion; and
3. The Debtor may pay Stris & Maher pursuant to the compensation terms disclosed in Motion, specifically, that the Debtor may pay Stris & Maher \$5,000 upon entry of this Order, and Stris & Maher may take the \$70,000 currently held as a retainer as compensation in full for its work on the appeal; provided, however, that if Stris & Maher is successful in reversing the district court's dismissal of one or more of the claims being appealed, Stris & Maher will be entitled to an additional success bonus of \$275,000, which may be paid upon such success without further notice to or approval by the Court. If Stris & Maher incur reimbursable costs, Stris & Maher will submit an application for reimbursement in accordance with the Court's Order establishing compensation procedures (Dkt. 100).

**[END OF ORDER]**

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**PROOF OF SERVICE**

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I hereby certify that on January 5, 2018, I caused a true and correct copy of the foregoing **PROPOSED ORDER ON DEBTOR'S MOTION TO EMPLOY STRIS & MAHER LLP AS SPECIAL COUNSEL UNDER SECTION 327(e) OF THE BANKRUPTCY CODE** and to be served on the following parties electronically:

On January 5, 2018, I caused a true and correct copy of the foregoing documents to be served on the following parties by e-mail:

- J. Thomas Beckett tbeckett@parsonsbehle.com, ecf@parsonsbehle.com;brothschild@parsonsbehle.com;kstankevitz@parsonsbehle.com
- Lev E. Breydo lev.breydo@mto.com
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- Todd J. Rosen todd.rosen@mto.com
- Brian M. Rothschild brothschild@parsonsbehle.com, ecf@parsonsbehle.com
- United States Trustee USTPRegion19.SK.ECF@usdoj.gov

I mailed copies to the following parties:

Kelly M. Klaus  
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Los Angeles, CA 90071-3426

Respectfully submitted,

/s/ Grace S. Pusavat

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Grace S. Pusavat

**PARSONS BEHLE & LATIMER**

*Proposed Attorneys for VidAngel, Inc.*