
**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

**ORDER GRANTING DEBTOR’S MOTION TO EMPLOY
STRIS & MAHER LLP AS SPECIAL COUNSEL UNDER
SECTION 327(e) OF THE BANKRUPTCY CODE**

The Court has considered the motion (the “**Motion**”)¹ filed by the above-captioned debtor and debtor-in-possession 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. The Court further finds that notice of the Motion was good and adequate under all the circumstances, and that no party has objected to the relief requested in the Motion, and to the extent of any objection, the Court hereby

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

overrules such objections, and, finding that other good cause exists, therefore, the Court HEREBY ORDERS AS FOLLOWS:

1. The Motion is GRANTED.
2. The Debtor is authorized under section 327(e) of the Bankruptcy Code 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 under the terms and conditions set forth in the Engagement Agreement, attached as Exhibit A hereto subject to this Order.
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.
4. 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 (the "**Success Bonus**"), provided, however, upon becoming entitled to the Success Bonus, Stris & Maher will seek approval of payment of the Success Bonus by motion and opportunity for a hearing under Local Rule 9013-2, and the Court may review the appropriateness of the payment of the Success Bonus under section 328(a) of the Bankruptcy Code.
5. If Stris & Maher incurs reimbursable costs, Stris & Maher will submit an application for reimbursement in accordance with the Court's Order establishing compensation procedures (Dkt. 100). Notwithstanding anything to the contrary in the Engagement Agreement, no interest or penalties will accrue on any outstanding balance or amount unless approved by the Court.

[END OF ORDER]

EXHIBIT A

Engagement Agreement

DESIGNATION OF PARTIES TO RECEIVE NOTICE

Service of the foregoing **ORDER GRANTING DEBTOR'S MOTION TO EMPLOY STRIS & MAHER LLP AS SPECIAL COUNSEL UNDER SECTION 327(e) OF THE BANKRUPTCY CODE** 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
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- 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).

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Dated this 12th day of January, 2018.

PARSONS BEHLE & LATIMER

By: /s/ Grace S. Pusavat

Grace S. Pusavat
Proposed Attorneys for VidAngel, Inc.