

**This order is SIGNED.**

**Dated: February 14, 2018**

  
KEVIN R. ANDERSON  
U.S. Bankruptcy Judge



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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 UNDER SECTION 1121(d) OF THE  
BANKRUPTCY CODE GRANTING DEBTOR'S MOTION  
TO EXTEND DEBTOR'S EXCLUSIVE PERIODS  
WITHIN WHICH TO FILE AND SOLICIT  
ACCEPTANCES OF A PLAN**

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Upon the motion (the "**Motion**")<sup>1</sup> of VidAngel Inc., as debtor and debtor-in-possession ("**Debtor**"), seeking entry of an order under section 1121(d) of the Bankruptcy Code extending Debtor's Exclusive Periods within which to file and solicit acceptances of a plan; and the Court having jurisdiction to consider the Motion and the requested relief therein pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and the Court having determined that the relief sought in the Motion is in the best interests of Debtor, its creditors, and all parties in interest; and

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<sup>1</sup> Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Motion.

upon the Motion and all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore, it is hereby:

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is GRANTED.
2. Debtor's exclusive period under section 1121(d) of the Bankruptcy Code for filing a plan of reorganization or liquidation is extended through and including June 15, 2018.
3. Debtor's exclusive period under section 1121(d) of the Bankruptcy Code for soliciting acceptances of a plan of reorganization or liquidation is extended through and including August 14, 2018.
4. The entry of this Order is without prejudice to (a) Debtor's rights to seek such additional and further extensions of the Exclusive Periods as may be necessary or appropriate; or (b) any party-in-interest's right to seek to reduce or terminate the Exclusive Periods for cause in accordance with section 1121(d) of the Bankruptcy Code.
5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.
6. Notwithstanding any Federal Rule of Bankruptcy Procedure to the contrary, this Order shall be immediately effective and enforceable upon its entry.

**END OF ORDER**

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**PROOF OF SERVICE**

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I hereby certify that on February 9, 2018, I caused a true and correct copy of the foregoing **NOTICE AND OPPORTUNITY FOR HEARING ON DEBTOR'S MOTION FOR ENTRY OF AN ORDER UNDER SECTION 1121(d) OF THE BANKRUPTCY CODE EXTENDING DEBTOR'S EXCLUSIVE PERIODS WITHIN WHICH TO FILE AND SOLICIT ACCEPTANCES OF A PLAN** and **DEBTOR'S MOTION FOR ENTRY OF AN ORDER UNDER SECTION 1121(d) OF THE BANKRUPTCY CODE EXTENDING DEBTOR'S EXCLUSIVE PERIODS WITHIN WHICH TO FILE AND SOLICIT ACCEPTANCES OF A PLAN** to be served as follows:

On February 9, 2018, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which sent notification of such filing to the following:

- 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 mjohanson@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 9th day of February, 2018.

**PARSONS BEHLE & LATIMER**

By: /s/ Grace S. Pusavat

Grace S. Pusavat

Proposed Attorneys for VidAngel, Inc.

Certificate of Notice Page 5 of 6  
 United States Bankruptcy Court  
 District of Utah

In re:  
 VidAngel, Inc.  
 Debtor

Case No. 17-29073-KRA  
 Chapter 11

**CERTIFICATE OF NOTICE**

District/off: 1088-2

User: adw  
 Form ID: pdfor1

Page 1 of 2  
 Total Noticed: 5

Date Rcvd: Feb 14, 2018

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Feb 16, 2018.

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: Feb 16, 2018

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 February 14, 2018 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 Creditor	Twentieth Century Fox Film Corporation mjohanson@rqn.com, docket@rqn.com;dburton@rqn.com

District/off: 1088-2

User: adw  
Form ID: pdfor1

Page 2 of 2  
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	Twentieth Century Fox Film Corporation
mjohnson@rqn.com,	docket@rqn.com;dburton@rqn.com	
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@mto.com,
rhonda.clarke@mto.com		
Todd J. Rosen	on behalf of Interested Party	New Line Productions, Inc. todd.rosen@mto.com,
rhonda.clarke@mto.com		
Todd J. Rosen	on behalf of Interested Party	MVL Film Finance LLC todd.rosen@mto.com,
rhonda.clarke@mto.com		
Todd J. Rosen	on behalf of Interested Party	Turner Entertainment Company todd.rosen@mto.com,
rhonda.clarke@mto.com		
Todd J. Rosen	on behalf of Interested Party	Twentieth Century Fox Film Corporation
todd.rosen@mto.com,	rhonda.clarke@mto.com	
Todd J. Rosen	on behalf of Interested Party	Warner Brothers Entertainment, Inc.
todd.rosen@mto.com,	rhonda.clarke@mto.com	
Todd J. Rosen	on behalf of Interested Party	Lucasfilm Ltd. todd.rosen@mto.com,
rhonda.clarke@mto.com		
United States Trustee	USTPRegion19.SK.ECF@usdoj.gov	

TOTAL: 34