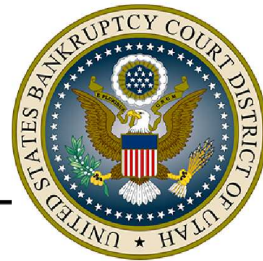


**This order is SIGNED.**

**Dated: June 13, 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 SECOND  
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 for a second time the 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

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

all parties in interest; and 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 October 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 December 12, 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 June 6, 2018, I caused a true and correct copy of the foregoing **ORDER UNDER SECTION 1121(d) OF THE BANKRUPTCY CODE GRANTING DEBTOR'S SECOND MOTION TO EXTEND DEBTOR'S EXCLUSIVE PERIODS WITHIN WHICH TO FILE AND SOLICIT ACCEPTANCES OF A PLAN** to be served as follows:

On June 6, 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
- Lev E. Breydo lev.breydo@mto.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
- Todd J. Rosen todd.rosen@mto.com, rhonda.clarke@mto.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).

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

Tanner LLC  
Key Bank Tower  
36 S State Street  
Suite 600  
Salt Lake City, UT 84111-1400

Dated June 6, 2018,

**PARSONS BEHLE & LATIMER**

By: /s/ Grace S. Pusavat  
\_\_\_\_\_  
Grace S. Pusavat  
Attorneys for VidAngel, Inc.

Certificate of Notice Page 4 of 5  
 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: 2

Date Rcvd: Jun 13, 2018

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jun 15, 2018.

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

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

\*\*\*\*\* BYPASSED RECIPIENTS \*\*\*\*\*

NONE.

TOTAL: 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: Jun 15, 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 June 13, 2018 at the address(es) listed below:

Brian M. Rothschild on behalf of Plaintiff VidAngel, Inc. brothschild@parsonsbehle.com,  
 ecf@parsonsbehle.com  
 Brian M. Rothschild on behalf of Debtor VidAngel, Inc. brothschild@parsonsbehle.com,  
 ecf@parsonsbehle.com  
 David H. Leigh on behalf of Defendant Lucasfilm Ltd. LLC dleigh@rqn.com,  
 dburton@rqn.com;docket@rqn.com  
 David H. Leigh on behalf of Defendant Turner Entertainment Company dleigh@rqn.com,  
 dburton@rqn.com;docket@rqn.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 Defendant New Line Productions, Inc. 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 Defendant Disney Enterprises, Inc. dleigh@rqn.com,  
 dburton@rqn.com;docket@rqn.com  
 David H. Leigh on behalf of Defendant Twentieth Century Fox Film Corporation 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  
 David H. Leigh on behalf of Defendant Warner Brothers Entertainment, Inc. dleigh@rqn.com,  
 dburton@rqn.com;docket@rqn.com  
 David H. Leigh on behalf of Defendant MVL Film Finance LLC 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 Defendant Warner Brothers Entertainment, Inc. lev.breydo@mto.com

District/off: 1088-2

User: adw  
Form ID: pdfor1

Page 2 of 2  
Total Noticed: 2

Date Rcvd: Jun 13, 2018

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

Lev E. Breydo on behalf of Defendant MVL Film Finance LLC 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 Defendant Twentieth Century Fox Film Corporation lev.breydo@mto.com  
Lev E. Breydo on behalf of Defendant Disney Enterprises, Inc. lev.breydo@mto.com  
Lev E. Breydo on behalf of Defendant Turner Entertainment Company lev.breydo@mto.com  
Lev E. Breydo on behalf of Defendant New Line Productions, Inc. lev.breydo@mto.com  
Lev E. Breydo on behalf of Defendant Lucasfilm Ltd. LLC 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 mjohnson@rqn.com, docket@rqn.com;dburton@rqn.com  
Michael R. Johnson on behalf of Defendant MVL Film Finance LLC mjohnson@rqn.com, docket@rqn.com;dburton@rqn.com  
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 Defendant Warner Brothers Entertainment, Inc. mjohnson@rqn.com, docket@rqn.com;dburton@rqn.com  
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Michael R. Johnson on behalf of Interested Party MVL Film Finance LLC mjohnson@rqn.com, docket@rqn.com;dburton@rqn.com  
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Michael R. Johnson on behalf of Defendant Turner Entertainment Company mjohnson@rqn.com, docket@rqn.com;dburton@rqn.com  
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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 Defendant New Line Productions, Inc. todd.rosen@mto.com, rhonda.clarke@mto.com  
United States Trustee USTPRegion19.SK.ECF@usdoj.gov

TOTAL: 63