

Michael R. Johnson, Esq. (A7070)  
David H. Leigh, Esq. (A9433)  
**RAY QUINNEY & NEBEKER P.C.**  
36 South State Street, 14th Floor  
Salt Lake City, Utah 84111  
Telephone: (801) 532-1500  
Facsimile: (801) 532-7543  
Email: mjohnson@rqn.com  
Email: dleigh@rqn.com

Kelly M. Klaus (*pro hac vice*)  
Rose Leda Ehler (*pro hac vice*)  
**MUNGER, TOLLES & OLSON LLP**  
350 South Grand Avenue, 50th Floor  
Los Angeles, California 90071-3426  
Telephone: (213) 683-9100  
Facsimile: (213) 687-3702  
Email: kelly.klaus@mto.com  
Email: rose.ehler@mto.com

Brent O. Hatch (5715)  
**HATCH, JAMES & DODGE, P.C.**  
10 West Broadway, Suite 400  
Salt Lake City, UT 84101  
Telephone: 801-839-4811  
Facsimile: 801-363-6666  
Email: bhatch@hjdllaw.com

*Counsel for Movants Disney Enterprises, Inc.,  
Lucasfilm Ltd. LLC, Twentieth Century Fox  
Film Corporation, Warner Bros.  
Entertainment Inc., MVL Film Finance, LLC,  
New Line Productions, Inc., and Turner  
Entertainment Co.*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH**

<p>In re:</p> <p><b>VIDANGEL, INC.,</b></p> <p>Debtor.</p>	<p><b>Case No. 17-29073</b></p> <p>Chapter 11</p> <p>Judge Kevin R. Anderson</p>
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**WITNESS AND EXHIBIT LIST**

Movants, through counsel, hereby respectfully file this Witness and Exhibit List for the upcoming hearing on Movants' Motion for Relief from the Automatic Stay Pursuant to 11 U.S.C. § 362(d) on October 17, 2018, at 1:30 p.m. (the "**Hearing**").

### **WITNESS LIST**

Movants have not yet had an opportunity to depose Mr. Matthew Connors, VidAngel's expert witness. According to counsel for VidAngel, his earliest available date for deposition is October 11, 2018. Undersigned counsel is taking his deposition that afternoon. Despite numerous requests that documents relevant to his testimony be produced, VidAngel provided those documents supporting Mr. Connors' testimony on the afternoon of October 9, 2018 and has not yet provided categories of requested documents that may contradict his testimony. Movants' analysis of Mr. Connors' proposed testimony is ongoing.

Accordingly, while Movants do not currently expect to call any witnesses, they hereby reserve their right to call a rebuttal expert witness, if necessary. That witness would be Mike Wallace of TM Financial Forensics, LLC.

### **EXHIBIT LIST**

The following table identifies the exhibits that Movants may refer to, use or introduce at the Hearing. An original, one physical copy, and an electronic copy of the following exhibits will be provided to the Clerk's Office today, October 10, 2018. An electronic copy will also be served on counsel for the Debtor today, October 10, 2018.

**VOLUME 1**

<b>Court Filings from the California Action</b>	
1	Complaint for Copyright Infringement and Violation of Digital Millennium Copyright Act (Cal. Dkt. 1, filed June 9, 2016)
2	Press Release dated October 1, 2015, "VidAngel Lets Customers Stream Filtered Movies for One BLEEPING Dollar" and VidAngel Facebook Advertisements (Cal. Dkt. 30, Ex. A to Ehler Decl. ISO Mot. for Prelim. Inj., filed August 22, 2016)
3	VidAngel, Inc.'s Amended Answer and Affirmative Defenses to Complaint; and First Amended Counterclaims (Cal. Dkt. 77, filed September 16, 2016)
4	Order Granting Plaintiffs' Motion for Preliminary Injunction (Cal. Dkt. 144, filed December 12, 2016)
5	Press Release, dated December 14, 2016, "VidAngel Charts Path Forward, CEO Announces Innovative VidAngel Studios" (Cal. Dkt. 154-8, Ex. G to Ehler Decl. ISO Opp. Ex Parte Appl. to Stay Prelim. Inj. Pending Appeal, filed December 15, 2016)
6	Screenshot of VidAngel video, "VidAngel Special Announcement" (Cal. Dkt. 154-9, Ex. H to Ehler Decl. ISO Opp. Ex Parte Appl. to Stay Prelim. Inj. Pending Appeal, filed December 15, 2016)
7	Fox13 Salt Lake City News Article, "Utah-based movie-filtering service VidAngel to fight injunction," dated December 13, 2016 (Cal. Dkt. 154-11, Ex. J to Ehler Decl. ISO Opp. Ex Parte Appl. to Stay Prelim. Inj. Pending Appeal, filed December 15, 2016)
8	Declaration of Neal Harmon in Support of VidAngel Inc.'s Ex Parte Application to Stay Preliminary Injunction Pending Appeal Or, Alternatively, Pending Decision by the Ninth Circuit on Stay Pending Appeal (Cal. Dkt. 158, filed December 21, 2016)
9	Declaration of David Quinto in Opposition to Plaintiffs' Ex Parte Application for Order [1] Striking VidAngel's Motion to Clarify [Dkt. No. 182] for Failure to Comply with Local Rule 7-3 and [2] Setting Schedule for Re-Noticed Motion (Cal. Dkt. 184-1, filed June 22, 2017)

10	Order Denying Defendant's Motion to Clarify or Construct the Court's December 12, 2016 Preliminary Injunction Order [Dkt. No. 182] (Cal. Dkt. 198, filed August 2, 2017)
11	Stipulation Regarding Request to Set Pretrial and Trial Schedule (Cal. Dkt. 212, filed September 20, 2017)
12	Order re Jury Court/Trial (Cal. Dkt. 215, filed September 28, 2017)
13	Plaintiffs' Motion for Partial Summary Judgment on Liability (Cal. Dkt. 222, filed September 29, 2017)
14	Plaintiffs' Statement of Uncontroverted Facts and Conclusions of Law (Cal. Dkt. 223, filed September 29, 2017)
15	Order Regarding Briefing Schedule for Plaintiffs' Partial Motion for Summary Judgment (Cal. Dkt. 224, filed October 2, 2017)
16	First Amended Complaint for Copyright Infringement and Violation of Digital Millennium Copyright Act (Cal. Dkt. 228, filed October 6, 2017)
17	VidAngel, Inc.'s Offer of Judgment Pursuant to Federal Rule of Civil Procedure 68, August 25, 2017
<b>Court Filings from the Utah Declaratory Judgment Action</b>	
18	First Amended Complaint (Utah Dkt. 40, filed September 22, 2017)
19	VidAngel, Inc.'s Motion for Ex Parte Temporary Restraining Order and Preliminary Injunction (Utah Dkt. 121, filed July 5, 2018)
20	Declaration of David Quinto in Support of VidAngel, Inc.'s Motion for Ex Parte Temporary Restraining Order and Preliminary Injunction (Utah Dkt. 122, filed July 5, 2018)
21	Declaration of Neal Harmon in Support of VidAngel, Inc.'s Motion for Ex Parte Temporary Restraining Order and Preliminary Injunction (Utah Dkt. 123, filed July 5, 2018)
22	Memorandum Decision and Order Granting Motion to Dismiss (Utah Dkt. 129, filed July 27, 2018)

23	VidAngel's Notice Consenting to Dismissal Without Prejudice (Utah Dkt. 130, filed August 3, 2018)
<b>Other Exhibits</b>	
24	Regulation A+ Investor Video (2016)
25	VidAngel Blog: VidAngel Responds to 9th Circuit Decision, Now Calls on Supporters to Call Their Members of Congress, January 4, 2016[sic], posted January 4, 2017
26	VidAngel Blog: VidAngel Uses Chapter 11 Protection to Pause Los Angeles Lawsuit to Reorganize Its Business Around the New Streaming Model, October 18, 2017
27	VidAngel - New Bill H.R. 6816 - Contact Your Representative Video (2018)
28	Twitter Post re: Investments in Chosen (filed as Bankr. Dkt. 218-1, Ex. 1 to Response to VidAngel's Supplemental Brief Objecting to Relief from the Automatic Stay)
29	Email from Kelly Klaus to David Quinto, dated July 4, 2018 (filed as Bankr. Dkt. 218-2, Ex. 2 to Response to VidAngel's Supplemental Brief Objecting to Relief from the Automatic Stay)
30	Facebook Post - VidAngel's Response to Mr. Wesley Jackson
31	United States District Courts - National Judicial Caseload Profile
32	Ninth Circuit Model Jury Instructions on Copyright Statutory Damages
33	VidAngel Special Announcement Video, December 12, 2016
<b>Filings with the Securities and Exchange Commission</b>	
34	VidAngel, Inc. Form 1-K (2016 Annual Report), filed April 28, 2017
35	VidAngel, Inc. Form 1-K (2017 Annual Report), filed April 16, 2017
36	VidAngel, Inc. Offering Circular, October 19, 2016

37	Employment Agreement between David Quinto and VidAngel, Inc., July 21, 2016
38	Promotion & Marketing Services Agreement between VidAngel, Inc. and Harmon Brothers, January 21, 2016
39	Final Offering Circular for “Chosen,” June 15, 2018

**VOLUME 2**

<b>Bankruptcy Monthly Financial Statements</b>	
40	Statement of Financial Affairs and Schedules (Utah Bankr. Dkt. 47, filed November 1, 2017)
41	Debtor-in-Possession Monthly Financial Report for Filing Period October 18, 2017 through October 31, 2017 (Utah Bankr., Dkt. 88, filed November 15, 2017)
42	Debtor-in-Possession Monthly Financial Report for Filing Period November 1, 2017 through November 30, 2017 (Utah Bankr., Dkt. 134, filed December 20, 2017)
43	Debtor-in-Possession Monthly Financial Report for Filing Period December 1, 2017 through December 31, 2017 (Utah Bankr., Dkt. 145, filed January 16, 2018)
44	Debtor-in-Possession Monthly Financial Report for Filing Period January 1, 2018 through January 31, 2018 (Utah Bankr., Dkt. 156, filed February 15, 2018)
45	Debtor-in-Possession Monthly Financial Report for Filing Period February 1, 2018 through February 28, 2018 (Utah Bankr., Dkt. 160, filed March 20, 2018)
46	Debtor-in-Possession Monthly Financial Report for Filing Period March 1, 2018 through March 31, 2018 (Utah Bankr., Dkt. 172, filed April 17, 2018)
47	Debtor-in-Possession Monthly Financial Report for Filing Period April 1, 2018 through April 30, 2018 (Utah Bankr., Dkt. 178, filed May 15, 2018)

48	Debtor-in-Possession Monthly Financial Report for Filing Period May 1, 2018 through May 31, 2018 (Utah Bankr., Dkt. 185, filed June 14, 2018)
49	Debtor-in-Possession Monthly Financial Report for Filing Period June 1, 2018 through June 30, 2018 (Utah Bankr., Dkt. 191, filed July 17, 2018)
50	Debtor-in-Possession Monthly Financial Report for Filing Period July 1, 2018 through July 31, 2018 (Utah Bankr., Dkt. 199, filed August 15, 2018)
51	Debtor-in-Possession Monthly Financial Report for Filing Period August 1, 2018 through August 31, 2018 (Utah Bankr., Dkt. 215, filed September 17, 2018)
52	Draft Declaration of Matt H. Connors (Utah Bankr., Dkt. 222, filed October 1, 2018)

**VOLUME 3**

<b>Hearing and Deposition Transcripts</b>	
53	December 5, 2017 Hearing Transcript
54	Order to Show Cause Hearing Transcript, January 6, 2017
55	Deposition Transcript of Neal Harmon, dated August 11, 2016

**VOLUME 4**

<b>Filed Provisionally Under Seal</b>	
56	VidAngel internal workflow technical document (Cal. Dkt. 33, Ex. C to Schulman Decl. ISO Mot. for Prelim. Inj., filed August 23, 2016)
57	VidAngel internal technical instructions document (Cal. Dkt. 33, Ex. D to Schulman Decl. ISO Mot. for Prelim. Inj., filed August 23, 2016)
58	Neal Harmon Rule 30(b)(6) deposition exhibit 38, email from Josh Jackson to Neal Harmon, dated February 19, 2015 (Cal. Dkt. 33, Ex. DD to Ehler Decl. ISO Mot. for Prelim. Inj., filed August 23, 2016)

59	Neal Harmon Rule 30(b)(6) deposition exhibit 21, VidAngel Board Meeting, dated January 9, 2015 (Cal. Dkt. 33, Ex. V to Ehler Decl. ISO Mot. for Prelim. Inj., filed August 23, 2018)
60	Neal Harmon Rule 30(b)(6) deposition exhibit 22, compilation of emails (Cal. Dkt. 33, Ex. W to Ehler Decl. ISO Mot. for Prelim. Inj., filed August 23, 2016)
61	Neal Harmon Rule 30(b)(6) deposition exhibit 23, email from Neal Harmon to Paul Ahlstrom and Dalton Wright, dated September 29, 2015 (Cal. Dkt. 33, Ex. X to Ehler Decl. ISO Mot. for Prelim. Inj., filed August 23, 2016)
62	Neal Harmon Rule 30(b)(6) deposition exhibit 26, VidAngel Investor Presentation, dated November 2015 (Cal. Dkt. 33, Ex. Y to Ehler Decl. ISO Mot. for Prelim. Inj., filed August 23, 2016)
63	VidAngel Litigation Budget for Trial

In addition to the foregoing identified exhibits, Movants reserve the right to refer to, use or introduce any and all exhibits referred to, marked, used or introduced by the Debtor on its Exhibit List. Movants also reserve the right to refer to, use or to introduce at the Hearing any and all exhibits, even if not identified above, provided the exhibits are referred to, used or are necessary for rebuttal, impeachment, or to lay foundation for another exhibit.

DATED this 10th day of October, 2018.

**RAY QUINNEY & NEBEKER P.C.**

/s/ Michael R. Johnson

Michael R. Johnson

David H. Leigh

*Attorneys for Movants*



**CERTIFICATE OF SERVICE**

I hereby certify that on October 10, 2018, a true and correct copy of the foregoing document was electronically filed and therefore served via ECF on all electronic filing users in this case.

I further hereby certify that on October 10, 2018, a true and correct copy of the foregoing document was served upon the following by depositing a copy of the same in the United States mail, first class U.S. mail, postage prepaid, and to the following:

/s/ Dianne Burton