

This order is SIGNED.

Dated: January 30, 2019


KEVIN R. ANDERSON
U.S. Bankruptcy Judge



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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:	Case No. 17-29073
VIDANGEL, INC.,	Chapter 11
Debtor.	Judge Kevin R. Anderson

**ORDER APPROVING SECOND INTERIM
APPLICATION OF PARSONS BEHLE & LATIMER,
COUNSEL TO DEBTOR VIDANGEL, INC., FOR
ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES**

Parsons Behle & Latimer (“Parsons Behle”), counsel to the above-captioned debtor and debtor in possession (the “Debtor”), having filed the second interim application (the “Application”) pursuant to sections 328, 330, and 331 of title of the United States Code (the “Bankruptcy Code”), Rules 2002(c)(3) and 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”); the Application having been properly noticed; and an opposition having been filed by certain objectors (the “Studios”), and the Court having considered the opposition and having held a hearing on January 29, 2019 at which the Debtor was represented by Brian M. Rothschild and J. Thomas Beckett, and the Studios were represented by Michael Johnson and Rose Ehler; and the Court having considered the pleadings and papers, including the objection, and the objection is hereby overruled to the extent stated in the hearing, on file herein, having stated its

findings of fact and conclusions of law on the record pursuant to Federal Rule of Civil Procedure 52, made applicable by Federal Rule of Bankruptcy Procedure 7052; and good cause appearing,

IT IS HEREBY ORDERED that:

1. The Application is hereby **APPROVED**;
2. Parsons Behle's request for (i) fees earned in the amount of \$224,912.00 and (ii) reimbursement for actual and necessary expenses for expenses incurred in the amount of \$5,512.09, for a total of \$230,424.09 for the period between March 1, 2018 to November 30, 2018, are hereby **ALLOWED** on an interim basis;
3. The Debtor is authorized and directed to pay the balance of compensation and reimbursement for the balance of fees and expenses incurred to Parsons Behle immediately upon entry of this order.
4. The Application is approved without prejudice to Parsons Behle's right to seek further compensation and reimbursement under any subsequent fee application.

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DESIGNATION OF PARTIES TO RECEIVE NOTICE

Service of the foregoing **ORDER APPROVING SECOND INTERIM APPLICATION OF PARSONS BEHLE & LATIMER, COUNSEL TO DEBTOR VIDANGEL, INC., FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES** 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
- Michael Ronald Brown mbrown@parsonsbehle.com
- Laurie A. Cayton tr laurie.cayton@usdoj.gov, James.Gee@usdoj.gov;Lindsey.Huston@usdoj.gov;Suzanne.Verhaal@usdoj.gov
- Rose Leda Ehler rose.ehler@mto.com, cynthia.soden@mto.com
- Michael R. Johnson mjohnson@rqn.com, docket@rqn.com;dburton@rqn.com
- Kelly M. Klaus kelly.klaus@mto.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).

Analysis Group, Inc.
333 South Hope Street, 27th Floor
Los Angeles, CA 90071

Douglas D. Geysler
STRIS & MAHER, LLP
725 S Figueroa St. Ste. 1830
Los Angeles, CA 90017

Brent O. Hatch
Johnson & Hatch
10 West Broadway, Suite 400
Salt Lake City, UT 84101

Kaplan, Voekler, Cunningham, & Frank, PLC
1401 E Cary St
PO Box 2470
Richmond, VA 23219

Gil Miller
Rocky Mountain Advisory
215 South State Street Ste 550
Salt Lake City, UT 84111

Todd Rosen
Munger, Tolles & Olson, LLP
350 South Grand Avenue, 50th Floor
Los Angeles, CA 90071-3426

Peter K. Stris
STRIS & MAHER, LLP
725 S Figueroa St. Ste. 1830
Los Angeles, CA 90017

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

Dated this 29th day of January, 2019.

PARSONS BEHLE & LATIMER

By: /s/ Brian M. Rothschild

Brian M. Rothschild
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: 8

Date Rcvd: Jan 30, 2019

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Feb 01, 2019.

aty +Brent O. Hatch, Johnson & Hatch, 10 West Broadway, Suite 400,
 Salt Lake City, UT 84101-2065
 consult +Analysis Group, Inc., 333 South Hope Street, 27th Floor, Los Angeles, CA 90071-1406
 sp +Douglas D. Geysler, STRIS & MAHER, LLP, 725 S Figueroa St. Ste. 1830,
 Los Angeles, CA 90017-2734
 fa +Gil Miller, Rocky Mountain Advisory, 215 South State Street Ste 550,
 Salt Lake City, UT 84111-2356
 sp +Kaplan, Voekler, Cunningham, & Frank, PLC, 1401 E Cary St, PO Box 2470,
 Richmond, VA 23218-2470
 sp +Peter K. Stris, STRIS & MAHER, LLP, 725 S Figueroa St. Ste. 1830,
 Los Angeles, CA 90017-2734
 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.

fa E-mail/Text: ssouth@tannerco.com Jan 31 2019 02:07:07 Tanner LLC, Key Bank Tower,
 36 S State Street, Suite 600, Salt Lake City, UT 84111-1400, UNITED STATES
 TOTAL: 1

***** 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 01, 2019

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 January 30, 2019 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 Interested Party Twentieth Century Fox Film Corporation
 dleigh@rqn.com, dburton@rqn.com;docket@rqn.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

District/off: 1088-2

User: adw
Form ID: pdfor1

Page 2 of 2
Total Noticed: 8

Date Rcvd: Jan 30, 2019

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

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 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
Kelly M. Klaus on behalf of Interested Party Twentieth Century Fox Film Corporation
kelly.klaus@mt.com
Kelly M. Klaus on behalf of Interested Party Warner Brothers Entertainment, Inc.
kelly.klaus@mt.com
Kelly M. Klaus on behalf of Interested Party Disney Enterprises, Inc. kelly.klaus@mt.com
Kelly M. Klaus on behalf of Interested Party Turner Entertainment Company kelly.klaus@mt.com
Kelly M. Klaus on behalf of Interested Party Lucasfilm Ltd. kelly.klaus@mt.com
Kelly M. Klaus on behalf of Interested Party New Line Productions, Inc. kelly.klaus@mt.com
Kelly M. Klaus on behalf of Interested Party MVL Film Finance LLC kelly.klaus@mt.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
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.
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Michael R. Johnson on behalf of Defendant Lucasfilm Ltd. LLC 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 Defendant New Line Productions, Inc. mjohnson@rqn.com,
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Michael R. Johnson on behalf of Interested Party MVL Film Finance LLC mjohnson@rqn.com,
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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
Michael R. Johnson on behalf of Defendant Turner Entertainment Company mjohnson@rqn.com,
docket@rqn.com;dburton@rqn.com
Michael Ronald Brown on behalf of Debtor VidAngel, Inc. mbrown@parsonsbehle.com
Rose Leda Ehler on behalf of Interested Party Lucasfilm Ltd. rose.ehler@mt.com,
cynthia.soden@mt.com
Rose Leda Ehler on behalf of Interested Party Warner Brothers Entertainment, Inc.
rose.ehler@mt.com, cynthia.soden@mt.com
Rose Leda Ehler on behalf of Creditor Twentieth Century Fox Film Corporation
rose.ehler@mt.com, cynthia.soden@mt.com
Rose Leda Ehler on behalf of Interested Party MVL Film Finance LLC rose.ehler@mt.com,
cynthia.soden@mt.com
Rose Leda Ehler on behalf of Interested Party New Line Productions, Inc. rose.ehler@mt.com,
cynthia.soden@mt.com
Rose Leda Ehler on behalf of Interested Party Twentieth Century Fox Film Corporation
rose.ehler@mt.com, cynthia.soden@mt.com
Rose Leda Ehler on behalf of Interested Party Turner Entertainment Company rose.ehler@mt.com,
cynthia.soden@mt.com
Rose Leda Ehler on behalf of Interested Party Disney Enterprises, Inc. rose.ehler@mt.com,
cynthia.soden@mt.com
United States Trustee USTPRegion19.SK.ECF@usdoj.gov

TOTAL: 51