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

In re: VIDANGEL, INC., Debtor.	Case No. 17-29073 Chapter 11 Judge Kevin R. Anderson
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**DECLARATION OF MARK EISENHUT IN SUPPORT OF
DEBTOR'S MOTION TO EMPLOY CALL & JENSEN AS
SPECIAL COUNSEL UNDER SECTION 327(e) OF THE
BANKRUPTCY CODE**

I, Mark Eisenhut, upon being first duly sworn, do hereby depose and state as follows:

1. I make this declaration pursuant to Rule 2014 of the Federal Rules of Bankruptcy Procedure in support of the Application of Debtor-in-possession VidAngel, Inc. ("**VidAngel**" or "**Debtor**") to retain the law firm of Call & Jensen ("**C&J**") to represent the Debtor as special counsel.

2. I am a member in good standing of the State Bar of California and am admitted to practice in the United States District Court for the Central District of California. I am a shareholder of C&J and am based in Newport Beach, California.

3. The Debtor wishes to employ C&J to represent it as special counsel to represent it in connection with a lawsuit commenced by Disney Enterprises, Inc., Lucasfilm Ltd. LLC, Twentieth Century Fox Film Corporation, and Warner Bros. Entertainment Inc. (the “**Studios**”) all of who sued VidAngel in the United States District Court for the Central District of California, Case No. 2:16-cv-04109-AB-PLA, for alleged copyright infringement and DMCA violations (the “**California Action**”).

4. To the best of my knowledge and belief, formed after a review of C&J’s business and client records, C&J has no direct or indirect relationship to or connection with the Debtor, any of the Debtor’s creditors, any other party in interest, or any of their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, except as follows:

- C&J has represented Zion’s First National Bank in matters unrelated to the Debtor or any case in which the Debtor has been involved;
- C&J has represented a party adverse to Disney in a matter unrelated to the Debtor or any case in which the Debtor has been involved;
- C&J has represented a party adverse to American Express in a matter unrelated to the Debtor or any case in which the Debtor has been involved;
- C&J has represented parties in matters where Google was involved, but unrelated to the Debtor or any case in which the Debtor has been involved;
- It is unknown whether C&J has any relationship with individuals holding VidAngel credits, but to the extent that any such relationship exists, C&J does not

represent the interests of credit holders in the present matter before the United States Court for the Central District of California.

5. C&J performed pro bono services for VidAngel earlier in the legal proceedings, and thus has a substantial knowledge of the facts, legal issues, and procedural matters in the California Action. In addition, C&J will do the work necessary to be thoroughly prepared as necessary for pre-trial and trial proceedings.

6. C&J has substantial experience representing parties in complex commercial litigation, including through jury and bench trials, in all major commercial law areas, including, but not limited to, intellectual property litigation (copyright, trademark, patent, trade secret), the subject matter at issue in the California Action.

7. Based upon the foregoing, I believe that C&J is qualified to represent the Debtor as special counsel in the Bankruptcy Case with respect to the matters proposed, that C&J has no materially adverse interest to the bankruptcy estate or the Debtor with respect to the matters for which the Debtor proposes to engage C&J as special counsel, and that C&J representing the Debtor as special counsel would be in the best interests of the bankruptcy estate of the Bankruptcy Case and its creditors.

8. Subject to bankruptcy court approval, C&J shall seek compensation at reduced hourly rates, and will take risk of potentially lower payment based on the ultimate outcome of the trial, with a potential bonus for favorable outcomes. C&J will expect payment for actual and necessary expenses for which C&J typically seeks reimbursement, including facsimile charges, copy charges, mail and postage charges, computerized research, transcription costs, courier services, jury fees, court report and transcript charges, and travel costs where necessary. C&J

has agreed to represent the Debtor for one hundred percent compensation of fees up to \$275,000, and no additional fees for billings up to \$495,000 unless a favorable outcome is achieved. In the event of a favorable outcome, the Debtor will pay total fees to C&J (including the original \$275,000) of up to \$747,500 for the most favorable outcome, plus stock options. Additionally, the Debtor will pay fees in excess of \$495,000.

9. It is anticipated that I, Mark Eisenhut will be the primary attorney responsible for representing the Debtor as special counsel in the California Action. The agreed blended billing rate of C&J attorneys for this matter is \$500 per hour. In addition to me, other attorneys and paralegals employed by C&J will perform services from time to time in connection with C&J's representation of the Debtor as special counsel. The hourly rates for C&J's attorneys are subject to adjustment each year, usually on an annual basis, but there will be no adjustments made for this case through trial.

10. C&J has not agreed to share the compensation that the firm, or any attorney with C&J, may be awarded in this case with any other person, attorney or entity, except as is customary within our professional corporation.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States that the foregoing statements are true and correct.

DATED this 13th day of February 2019.



Mark Eisenhut

Proposed Special Counsel for the Debtor

PROOF OF SERVICE

I hereby certify that on this 13th day of February 2019, I electronically filed the foregoing **DECLARATION OF MARK EISENHUT IN SUPPORT OF DEBTOR'S MOTION TO EMPLOY CALL & JENSEN AS SPECIAL COUNSEL UNDER SECTION 327(e) OF THE BANKRUPTCY CODE** as follows:

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:

- 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
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- Kelly M. Klaus kelly.klaus@mto.com
- David H. Leigh dleigh@rqn.com, dburton@rqn.com;docket@rqn.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, I have caused the following parties to receive notice pursuant to Fed R. Civ. P. 5(b).

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/s/ Michael R. Brown

Michael R. Brown
PARSONS BEHLE & LATIMER
Attorneys for VidAngel, Inc.