

This order is SIGNED.

Dated: March 16, 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 GRANTING DEBTOR'S MOTION TO EMPLOY CALL &
JENSEN AS SPECIAL COUNSEL PURSUANT TO
BANKRUPTCY CODE §§ 327(e) AND 328(a)**

On March 12, 2019, the Court held a hearing on the motion (the “**Motion**”)¹ filed by the above-captioned debtor and debtor-in-possession (the “**Debtor**” or “**VidAngel**”) requesting authorization to employ Call & Jensen as special counsel, the Declaration of Mark L. Eisenhut in Support of the Motion, and applicable law. J. Thomas Beckett and Michael Brown appeared on behalf of the Debtor, Michael Johnson and Kelly Klaus appeared on behalf of the California Studios, and Laurie Cayton appeared on behalf of the United States Trustee. For the reasons stated on the record and based thereon, the Court finds that (i) the employment of Call & Jensen as special counsel to the Debtor is in the best interests of the Debtor’s bankruptcy estate; (ii) Call & Jensen does not appear to represent any interest materially adverse to the Debtor or the bankruptcy estate;

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

and (iii) Call & Jensen appears to be a “disinterested person” as that term is defined in sections 327(e) and 328(a) of the Bankruptcy Code. Accordingly, and for good cause otherwise appearing,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED, subject to the further terms set forth below;
2. The Debtor is authorized under 11 U.S.C. §§ 327(e) and 328(a) and Federal Rule of Bankruptcy Procedure 2014 to employ and compensate Call & Jensen as special counsel for and on behalf of the Debtor, as outlined in the Motion and the Engagement Letter and this Order;²
3. The Debtor is authorized to pay Call & Jensen a retainer of \$25,000. Additionally, the Debtor is authorized to pay fees and costs to Call & Jensen in both cash and shares of the Debtor, as contemplated by the engagement letter (“**Engagement Letter**”) between the Debtor and Call & Jensen, attached as Exhibit A to the Application to Employ at docket #277, subject to Court approval;
4. Call & Jensen is entitled to reimbursement of its out-of-pocket costs and reasonable expenses;
5. Baker Marquart may continue to provide advisory and consulting services on an as-needed basis as the Debtor transitions to Call & Jensen as trial counsel; and
6. Call & Jensen shall apply to the Bankruptcy Court prior to seeking compensation and reimbursement of expenses on an interim and final basis in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules and applicable orders of this Court, including the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals at docket #100.

(signature page follows)

² In the event of any conflict between the terms of this Order and the Engagement Letter, this Order shall control.

For the United States Trustee:

Approved as to form and signed
electronically with permission:

/s/ Laurie A. Cayton
Laurie A. Cayton
Acting Assistant United States Trustee

For the Studios:

Approved as to form and signed
electronically with permission:
Ray Quinney & Nebeker

/s/ Michael R. Johnson
Michael R. Johnson
Attorneys for the Studios

For VidAngel:

Approved as to form and signed
electronically:
PARSONS BEHLE & LATIMER

/s/ Michael R. Brown
Michael R. Brown
Attorneys for VidAngel, Inc.

[END OF ORDER]

DESIGNATION OF PARTIES TO RECEIVE NOTICE

Service of the foregoing **ORDER GRANTING DEBTOR'S MOTION TO EMPLOY CALL & JENSEN AS SPECIAL COUNSEL PURSUANT TO BANKRUPTCY CODE §§ 327(e) AND 328(a)** shall be served to the parties and in the manner designated below:

By ECF with the Clerk of the Bankruptcy Court, which will send notice to:

- 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 mjohanson@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
- 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).

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

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

Respectfully submitted,

/s/ Michael R. Brown

Michael R. Brown
PARSONS BEHLE & LATIMER
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

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 Total Noticed: 3

Date Rcvd: Mar 18, 2019

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Mar 20, 2019.

aty	+Brent O. Hatch, Johnson & Hatch, 10 West Broadway, Suite 400, Salt Lake City, UT 84101-2065
sp	Kelly M. Klaus, Munger, Tolles & Olson, LLP, 350 South Grand Avenue, 50th Floor, Los Angeles, CA 90071-3426
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 *****

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: Mar 20, 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 March 18, 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 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 Defendant	Warner Brothers Entertainment, 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	MVL Film Finance LLC 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
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	Warner Brothers Entertainment, Inc. kelly.klaus@mta.com

District/off: 1088-2

User: adw
Form ID: pdfor1

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Total Noticed: 3

Date Rcvd: Mar 18, 2019

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

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

TOTAL: 51