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

In re:

VIDANGEL, INC.,

Debtor.

Case No. 17-29073

Chapter 11

Judge Kevin R. Anderson

NOTICE OF EXAMINATION UNDER RULE 2004

**To: VidAngel, Inc.
c/o J. Thomas Beckett
PARSONS BEHLE & LATIMER
201 South Main Street, Suite 1800
Salt Lake City, Utah 84111**

NOTICE IS HEREBY GIVEN that 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. (collectively, the "Movants"), through counsel, intend to conduct an examination of VidAngel, Inc. (the "Debtor") under Federal Rules of Bankruptcy Procedure 2004, 7030 and 7034 and Bankruptcy Local Rule 2004-1 on May 30, 2019 beginning at 10:00 a.m. The examination will take place at the offices of **Ray Quinney & Nebeker P.C., 36 South State Street, 14th Floor, Salt Lake City, Utah, 84111** and continue from day to day until completed. The examination will be taken orally before a duly authorized court reporter authorized to administer oath, will be recorded by stenographic means, and may be videotaped. The examination will cover the topics set forth in Schedule B hereto.

NOTICE IS ALSO HEREBY GIVEN that the Debtor is further directed to produce the documents described in Schedule A hereto at the offices of Ray Quinney & Nebeker P.C., 36

South State Street, 14th Floor, Salt Lake City, Utah, 84111, on or before May 29, 2019, at 5:00 p.m.

DATED this 15th day of May, 2019.

Kelly M. Klaus (*pro hac vice*)
Rose Leda Ehler (*pro hac vice*)
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—and—

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—and—

Michael R. Johnson, Esq.
David H. Leigh, Esq.
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Email: dleigh@rqn.com

/s/ Michael R. Johnson
Michael R. Johnson

Attorneys for the Movants

CERTIFICATE OF SERVICE

I hereby certify that on May 15, 2019, I electronically filed the foregoing with the Clerk of Court using the CM/ECF system, which sent notification of such filing to the electronic filing users in this case as follows:

- **J. Thomas Beckett** tbeckett@parsonsbehle.com, ecf@parsonsbehle.com; brothschild@parsonsbehle.com;kstankevitz@parsonsbehle.com
- **Michael Ronald Brown** mbrown@parsonsbehle.com
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- **Michael R. Johnson** mjohnson@rqn.com, docket@rqn.com;dburton@rqn.com
- **Kelly M. Klaus** kelly.klaus@mto.com
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- **Grace S. Pusavat** gpusavat@parsonsbehle.com
- **Brian M. Rothschild** brothschild@parsonsbehle.com, ecf@parsonsbehle.com
- **United States Trustee** USTPRegion19.SK.ECF@usdoj.gov
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/s/ Eliza Tito

SCHEDULE A

DOCUMENT REQUESTS PURSUANT TO RULE 2004

DEFINITIONS

1. As used herein, the term “Movants” means 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.

2. As used herein, the terms “VidAngel” or “Debtor” refers to VidAngel, Inc., the debtor-in-possession in Case No. 17-29073 now pending before the United States Bankruptcy Court for the District of Utah.

3. “Communication” means the transmittal of information (in the form of facts, ideas, inquiries or otherwise), and includes both oral and written communications.

4. “Concerning” means relating to, referring to, describing, evidencing or constituting.

5. “Document” is used in the broadest sense and includes without limitation the following items, whether written or produced by hand, or printed or recorded or reproduced by any other mechanical process, and any and every manner of information recordation, storage, transmission, or retrieval, including, but not limited to (a) typing, handwriting, printing, or any other form of writing or marking on paper or other material; (b) tape recordings, microfilms, microfiche, and photocopies; and (c) any electronic, magnetic, or electromagnetic means of information storage and/or retrieval, including, but not limited to, electronic mail, optical storage media, computer memory chips, computer tapes, hard disks, compact discs, floppy disks, and any other storage medium used in connection with electronic data processing (together with the programming instructions and all other material necessary to understand or to use such tapes, disks, or other storage materials), and whether sent or received or neither, including without limitation contracts; agreements and understandings; communications, including intracompany communications; memos; statements; handwritten or other types of notes; correspondence;

telegrams; memoranda; notices; records; books; summaries, notes, or records of telephone conversations; summaries, notes or records of personal conversations or interviews; diaries; forecasts; statistical statements; accountants' work papers; graphs; charts; ledgers; journals; books or records of account; summaries of accounts; balance sheets; income statements; minutes or records of meetings or conferences; desk calendars; appointment books (including pocket appointment books); reports and/or summaries of interviews; reports and/or summaries of investigations; rough or scratch-pad notes; records, reports, or summaries of negotiations; studies; brochures; pamphlets; circulars; press releases; contracts; projections; drafts of any documents; working papers; marginal notations; photographs; drawings; checks (front and back); invoices, bills of lading, and other commercial papers; tape or video recordings; computer printouts; data processing input and output; microfilms; check stubs or receipts; drafts of any of the foregoing; and any other document or writing of whatever description. As used here, "document" means the original and any nonidentical copy. Handwritten notations of any kind on the original or any copy of a document render it nonidentical.

6. "Person" means any natural person or any legal entity, including, without limitation, any business or governmental entity or association.

7. The following rules of construction apply to each request for production herein:

a. The singular form of the word shall be interpreted as plural wherever necessary to bring within the scope of the request any information that might otherwise be construed to be outside its scope.

b. The words "and" and "or" should be construed either disjunctively or conjunctively where necessary to bring within the scope of the request any information that might otherwise be construed to be outside its scope.

c. The word "any" shall be construed to include the word "all," and the word "all" shall be construed to include the word "any."

d. The word "each" shall be construed to include the word "every," and "every" shall be construed to include the word "each."

e. The words “includes” and “including” are not limiting.

If You contend that any document or any part of a document is protected from discovery by a privilege or immunity, identify such documents on a privilege log.

INSTRUCTIONS

1. These requests encompass all documents in the Debtor’s possession, custody, or control, whether or not such documents were prepared by or for the Debtor. Where documents in the Debtor’s possession, custody, or control are requested or inquired of, such request or inquiry includes documents in the possession, custody, or control of each of the Debtor’s current and former direct and indirect affiliates (whether or not debtors in this Chapter 11 case), subsidiaries, directors, employees, representatives, agents, advisors, attorneys, accountants, auditors and consultants, all other persons or entities acting or purporting to act on behalf of the Debtor or under its control, any other persons or entities from whom the Debtor could obtain documents, and each of their predecessors and successors.

2. If the Debtor contends that no documents exist concerning all or part of a request, the Debtor shall state this contention and respond as fully as possible to all parts of the request for which documents exist.

3. If the Debtor claims that any privilege or protection excuses production of any document or part thereof, the Debtor must expressly make such claim in writing and describe the nature of each document withheld on this ground, in sufficient detail to determine whether there is an adequate basis for invoking privilege or protection.

4. In the event that any document covered hereunder has been destroyed, discarded, or lost, the Debtor shall inform the Movants of this in writing and provide a general description

of the categories of documents destroyed or lost and the circumstances of their destruction or loss.

5. If any document cannot be produced in full, it shall be produced to the maximum extent possible and the Debtor shall specify in writing the reasons for its inability to produce the remainder.

6. Each document is to be produced with all non-identical copies and drafts thereof in their entirety without abbreviation or redaction (other than for a claim of privilege, consistent with the Instructions herein).

7. All documents shall be produced in native electronic format together with standard-format load files (indicating any parent/child attachment relationships, Bates designation cross-reference table if applicable), and shall be produced together with all original metadata and searchable text.

8. Unless stated otherwise, these Requests call for documents generated, transmitted or received on or after January 1, 2017, or otherwise relating to the period from January 1, 2017 to the present.

9. These Requests shall be deemed to be continuing so as to require Debtor to supplement its responses if Debtor or its attorneys or agents become aware of, receive, or generate additional documents responsive to these Requests after the time of the initial response.

DOCUMENT REQUESTS

Request for Production No. 1:

All documents regarding or relating to the potential transfer, sale, license, or lease of VidAngel's technology, including but not limited to, Patent No. 9.363,561. For the avoidance of doubt, this request includes all communications, whether by email, chat, text or otherwise.

Request for Production No. 2:

All documents regarding or relating to any attempt to value VidAngel's technology, including but not limited to, Patent No. 9.363,561.

Request for Production No. 3:

All draft or final term sheets, agreements, or other contracts regarding or relating to the leaseback of VidAngel's technology, including but not limited to, Patent No. 9.363,561.

Request for Production No. 4:

All communications with the "Christian non-profit entity" described in Mr. Quinto's April 9, 2019 communication to the Studios.

Request for Production No. 5:

All document regarding VAS Portal, LLC, including but not limited to documents surrounding its creation as a separate entity and its sale to Harmon Ventures, LLC in January 2019.

Request for Production No. 6:

All document regarding any loans or other extensions of credit from VidAngel to VAS Portal, LLC, including but not limited to a \$100,000 loan that is due in full on or before January 2, 2020.

SCHEDULE B

DEPOSITION TOPICS

DEFINITIONS

The definitions set forth in Schedule A are incorporated herein by reference.

INSTRUCTIONS

Pursuant to Federal Rule of Civil Procedure 30(b)(6), You must designate one or more officers, directors, or managing agents, or designate other persons who consent to testify on Your behalf to testify about information known or reasonably available to You regarding the Topics set forth below.

TOPICS

1. Any and all attempts to value of VidAngel's technology.
2. Any and all negotiations or other discussions with third parties regarding the transfer of VidAngel's technology.
3. Any and all negotiations or other discussions with third parties regarding the license-back of VidAngel's technology.
4. Any and all communications with the "Christian non-profit entity" described in Mr. Quinto's April 9, 2019 communication to the Studios.
5. VidAngel's subsidiary VAS Portal, LLC.
6. Any loans or other extensions of credit to VAS Portal, LLC.