

George Hofmann (10005)
Cohne Kinghorn
A Professional Corporation
111 East Broadway, 11th Floor
Salt Lake City, UT 84111
Telephone: (801) 363-4300

Attorneys for George Hofmann,
Chapter 11 Trustee

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

In re:

VIDANGEL, INC.,

Debtor.

Bankruptcy No. 17-29073 (KRA)

Chapter 11

**TRUSTEE'S APPLICATION TO EMPLOY THE ACCOUNTING FIRM OF PIERCY
BOWLER TAYLOR & KERN AS HIS ACCOUNTANTS AND FINANCIAL ADVISORS**

George Hofmann, in his capacity as Chapter 11 Trustee (the "Trustee") of the bankruptcy estate of VidAngel, Inc. (the "Debtor"), through his undersigned counsel, moves this Court for an order authorizing the Trustee to employ Mark D. Hashimoto and the firm of Piercy Bowler Taylor & Kern ("PBT&K") as his accountants and financial advisors pursuant to Bankruptcy Code § 327(a) and in support of this application, respectfully represents as follows:

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. On October 18, 2017 (the “Petition Date”), the Debtor filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”), in the United States Bankruptcy Court for the District of Utah.

3. On August 28, 2019, the Court entered its Order appointing the Trustee, and the Trustee was appointed as the Debtor’s Chapter 11 Trustee on that same date.

4. Since his appointment, the Trustee has performed his duties as required by Bankruptcy Code § 1106. The Trustee has commenced an investigation of the financial affairs of the Debtor, the acts, conduct, assets, liabilities and financial condition of the Debtor, and other matters relevant to the administration of the Debtor’s estate. This investigation is ongoing.

5. The Trustee has a continued need to employ an accountant and financial advisor to assist with accounting and financial matters and desires to employ PBT&K as his accountants and financial advisors. Among other things, the Trustee anticipates the need to prepare budgets in connection with the continued operation of the Debtor’s business.

6. The nature and extent of the accounting services that the Trustee has requested PBT&K to render include, but are not limited to the following:

- A. Rendering accounting assistance in the preparation of financial reports required to be filed with this Court;
- B. Assessing the financial aspects of causes of action the Debtor’s estate may have against third parties;
- C. Tax analysis and preparing any required tax returns; and

D. Advising the Trustee on any other accounting or financial matters that may arise in the Debtor's estate.

7. The Trustee has discussed with PBT&K its availability to be employed as the Trustee's financial advisor in this case and to perform the services required in connection with this case.

8. For the foregoing and all other necessary and proper purposes, the Trustee wishes to retain PBT&K as his financial advisors and accountants in this case.

9. The Trustee is informed and believes that PBT&K has the appropriate accounting and financial skills and personnel needed to perform the services of providing the accounting and financial services required by the Trustee. The Trustee is informed that PBT&K has previously been employed as an accountant and financial advisor in other bankruptcy cases and has extensive experience and expertise in performing this type of service. PBT&K has agreed to perform these services and thereafter make application to this Court for compensation and have agreed to accept as fees such amount as determined by the Court.

10. Subject to the Court's approval, PBT&K will charge the Trustee for services on an hourly basis in accordance with the hourly rates in effect at the time services are rendered. The Trustee is informed and believes that the hourly rates of PBT&K are reasonable in light of the current hourly rates charged by other accountants in the Salt Lake area.

11. The Trustee has attempted to determine whether PBT&K and its members and employees are disinterested persons within the meaning of Bankruptcy Code § 101. Attached as Exhibit A is the Declaration of Mark D. Hashimoto supporting the

Trustee's conclusion that PBT&K and its members and employers are disinterested persons.

12. The Trustee understands that compensation for services rendered in this case by PBT&K shall be subject to the ultimate allowance by this Court and, as to the timing of payment, upon the availability of sufficient assets and funds in the estate.

13. The Trustee believes it is proper and in the best interest of the estate that it be authorized to employ PBT&K for the purposes set forth above and that they receive reasonable hourly compensation pursuant to the provisions of 11 U.S.C. § 328(a), upon approval by the Court.

WHEREFORE, the Trustee respectfully requests that this Court enter an order authorizing the him to employ PBT&K as accountants and financial advisors upon the terms specified herein and granting such other and further relief as the Court deems just and proper.

Dated: September 4, 2019

COHNE KINGHORN, P.C.

/s/ George Hofmann
GEORGE HOFMANN
Attorneys for Trustee

CERTIFICATE OF SERVICE

I hereby certify that on September 4, 2019, I electronically filed the **TRUSTEE'S APPLICATION TO EMPLOY THE ACCOUNTING FIRM OF PIERCY BOWLER TAYLOR & KERN AS HIS ACCOUNTANTS AND FINANCIAL ADVISORS** with the United States Bankruptcy Court for the District of Utah by using the CM/ECF system:

By Electronic Service: I certify that the parties of record in this case as identified below, are registered CM/ECF users, and will be served notice of entry of the foregoing Order through the CF/ECF System:

- 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
- Rose Leda Ehler rose.ehler@mto.com, cynthia.soden@mto.com
- George B. Hofmann ghofmann@ck.law, dhaney@ck.law;mparks@ck.law
- George B. Hofmann tr trustee@ck.law, dhaney@ck.law;mparks@ck.law;UT16@ecfcbis.com;gbh@trustesolutions.net
- 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
- 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, first-class, postage prepaid to the following:

U.S. Trustees Office
Washington Federal Bank Bldg.
405 South Main St., Suite 300
Salt Lake City, UT 84111

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

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

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

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

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

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

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

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

/s/ George Hofmann

Exhibit "A"

George Hofmann (10005)
Cohne Kinghorn
A Professional Corporation
111 East Broadway, 11th Floor
Salt Lake City, UT 84111
Telephone: (801) 363-4300

Attorneys for George Hofmann,
Chapter 11 Trustee

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

In re:

VIDANGEL, INC.,

Debtor.

Bankruptcy No. 17-29073 (KRA)

Chapter 11

**DECLARATION OF MARK D. HASHIMOTO IN SUPPORT OF TRUSTEE'S
APPLICATION TO EMPLOY THE ACCOUNTING FIRM OF PIERCY BOWLER
TAYLOR & KERN AS HIS ACCOUNTANTS AND FINANCIAL ADVISORS**

1. I am over 18 years of age and have personal knowledge of the facts set forth herein and, if called as a witness, would testify competently with respect thereto.
2. I am a Certified Public Accountant and Certified Fraud Examiner with over 25 years of expertise in bankruptcy matters and forensic accounting.
3. Since September 2011, I have affiliated with and provide services through the accounting firm Piercy Bowler Taylor & Kern ("PBT&K"). PBT&K's offices are located at 9980 South 300 West, Suite 200, Sandy, Utah, 84070, and its telephone number is (801) 990-1120.

4. In order to determine all connections of PBT&K in this case, PBT&K performed a search of its client base and relationships.

5. Based upon this procedure, I believe to the best of my knowledge that neither I, nor any of the members or employees of PBT&K, have any connections or conflicts of interest with VidAngel, Inc. (the "Debtor"), to the estate of the debtor (the "Estate") or its creditors, or any party-in-interest or their attorneys that would be considered adverse in nature.

6. Neither I nor any PBT&K employee is a "relative" of any of the United States Bankruptcy Judges serving in the United States Bankruptcy Court for the District of Utah, within the meaning of Bankruptcy Code § 101(45) and contemplation of Bankruptcy Rule 5002(a).

7. To the best of my knowledge, PBT&K's staff and I are "disinterested" within the meaning of § 101(14) of the Bankruptcy Code and do not hold or represent an interest adverse to the Estate and do not have any connection with the Debtor, the Estate, creditors, the Office of the United States Trustee, or any other party in interest in this Case or with their respective attorneys or accountants.

8. I have received no retainer for services rendered or to be rendered in contemplation of or in connection with the above-captioned bankruptcy case.

9. Subject to the Court's approval, PBT&K will charge the Trustee for services on an hourly basis in accordance with the hourly rates in effect at the time services are rendered. The hourly rates of PBT&K's staff accountants who will be assisting in this case is \$185 to \$325.

10. To the best of my knowledge, neither I nor any of the PBT&K accountants who will work on this matter have any connections with the Debtor, creditors or any other party in interest, or adverse position with respect to the scope of services to be rendered in connection with the above-captioned case. PBT&K has and will have no agreement or understanding with any other person or entity for the sharing of compensation to be received for services rendered in connection with above-captioned case, other than with PBT&K employees and staff as permitted by § 504 of the Bankruptcy Code.

11. I am duly authorized to make the representations contained herein on behalf of PBT&K, and the statements made herein are based upon my personal knowledge of the facts set forth herein.

12. I declare under perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge.

DATED this 4th day of September, 2019.



Mark D. Hashimoto