

This order is SIGNED.

Dated: September 6, 2019

Kevin R. Anderson
KEVIN R. ANDERSON
U.S. Bankruptcy Judge



ar

George Hofmann (10005)
Jeffrey Trousdale (14814)
Cohne Kinghorn, P.C.
111 East Broadway, 11th Floor
Salt Lake City, UT 84111
Telephone: (801) 363-4300
Facsimile: (801) 363-4378

Attorneys for George Hofmann,
Chapter 11 Trustee

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

<p>In re VIDANGEL, INC., Debtor.</p>	<p>Bankruptcy No. 17-29073 (KRA) Chapter 11</p>
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**ORDER AUTHORIZING DEBTOR TO ENTER INTO COMMERCIAL INSURANCE
PREMIUM FINANCE AND SECURITY AGREEMENT**

The matter before the Court is the *Motion for Approval of Commercial Insurance Premium Finance and Security Agreement* (the "Motion") [Docket No. 347] filed by VidAngel, Inc. (the "Debtor"), in the above-captioned chapter 11 case (the "Case"). After the Debtor filed the Motion, a chapter 11 trustee, George Hofmann (the "Trustee"), was appointed in the Case. On September 3, 2019, the Trustee filed his response in support of the Motion.

Through the Motion, the Debtor seeks the Court's approval of a loan agreement (the "Loan Agreement") with Allegiance Premium Finance Company and Zions Bank (the

“Lenders”), for the financing of certain insurance policies providing general liability and errors omissions coverage for the Debtor’s directors and officers (the “Policies”). The Loan Agreement provides for a security interest to the Lenders in the “Collateral” described in the Loan Agreement, consisting of “unearned an or return [sic] insurance premiums, accrued dividends, and loss payments which would reduce unearned premiums” that are associated with the Policies.

Upon a review of the Motion, the Trustee’s response in support thereof, and other relevant pleadings on the docket, it appearing that adequate notice of the Motion was provided to creditors and parties in interest, and it appearing that the Motion and the Loan Agreement are in the best interests of creditors and the estate, it is hereby

ORDERED that the Motion is GRANTED; and it is further

ORDERED that the Debtor and the Trustee are authorized and directed to make timely all payments due under the Loan Agreement, and the Lenders are authorized to receive and apply such payments to the indebtedness owed by the Debtor to the Lenders as provided in the Loan Agreement; and it is further

ORDERED that in the event that the Debtor does not make any of the payments under the Loan Agreement as they become due, the automatic stay shall automatically lift to enable the Lenders and/or third parties, including insurance companies providing the protection under the Policies, to take all steps necessary and appropriate to cancel the Policies, collect the Collateral, and apply such Collateral to the indebtedness owed to the Lenders by the Debtor; and it is further

ORDERED that the Lenders, or any third party, including insurance companies providing the coverage under the Policies exercising such rights, shall comply with the notice provisions and other provisions of the Loan Agreement.

--- END OF ORDER ---

DESIGNATION OF PARTIES TO BE SERVED

Service of the foregoing **ORDER** shall be served to the parties and in the manner designated below:

- 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 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: 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).

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

Certificate of Notice Page 6 of 8
 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: 8

Date Rcvd: Sep 06, 2019

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Sep 08, 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 Kelly M. Klaus, Munger, Tolles & Olson, LLP, 350 South Grand Avenue, 50th Floor,
 Los Angeles, CA 90071-3426
 sp #+Peter K. Stris, STRIS & MAHER, LLP, 725 S Figueroa St. Ste. 1830,
 Los Angeles, CA 90017-2734

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

fa E-mail/Text: ssouth@tannerco.com Sep 07 2019 01:38:22 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.

Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update.
 While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.

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: Sep 08, 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 September 6, 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

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

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 Defendant MVL Film Finance LLC dleigh@rqn.com,
dburton@rqn.com;docket@rqn.com
George B. Hofmann on behalf of Trustee George B. Hofmann tr, IV ghofmann@ck.law,
dhaney@ck.law;mparks@ck.law
George B. Hofmann tr, IV trustee@ck.law,
dhaney@ck.law;mparks@ck.law;UT16@ecfcbis.com;gbh@trustesolutions.net
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
Jeffrey L. Trousdale on behalf of Trustee George B. Hofmann tr, IV jtrousdale@cohnekinghorn.com,
mparks@cohnekinghorn.com
Kelly M. Klaus on behalf of Interested Party Twentieth Century Fox Film Corporation
kelly.klaus@mto.com
Kelly M. Klaus on behalf of Interested Party Warner Brothers Entertainment, Inc.
kelly.klaus@mto.com
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
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
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,
docket@rqn.com;dburton@rqn.com
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
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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 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
Rose Leda Ehler on behalf of Interested Party Twentieth Century Fox Film Corporation
rose.ehler@mto.com, cynthia.soden@mto.com
Rose Leda Ehler on behalf of Interested Party Turner Entertainment Company rose.ehler@mto.com,
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

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system (continued)

TOTAL: 54