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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

**ORDER APPROVING TRUSTEE'S APPLICATION TO EMPLOY
WINSTON & STRAWN LLP AS SPECIAL COUNSEL**

The matter before the Court is the Trustee's Application to Employ (the "Application") Michael S. Elkin and the law firm Winston & Strawn LLP ("Winston & Strawn") as special counsel to the Trustee. On September 20, 2019, the "Studios" (as defined in the Objection) filed a limited objection to Application (the "Objection"). On September 30, 2019, the Court held a hearing on the Application, at which the counsel for the Trustee and counsel for the Studios appeared.

Having considered the Application, the Objection, the Declaration of Michael S. Elkin ("Elkin") in support of the Application, and the parties' arguments at the Hearing, and it appearing that Elkin and Winston & Strawn do not represent or hold any interest adverse to the debtor or the estate with respect to the matter on which they are to be

employed, and that the employment of Elkin and Winston & Strawn by the Trustee is in the best interest of this estate, it is hereby

ORDERED that the Trustee is authorized to employ Elkin and Winston & Strawn as his special counsel, pursuant to Bankruptcy Code § 327(a) and (e), on the terms and conditions specified in the Application and as further clarified by the Trustee at the hearing, with compensation to be paid in such amounts as may be allowed by the Court upon proper application or applications therefore; and it is further

ORDERED that if the Trustee anticipates that the fees and expenses of Elkin and Winston & Strawn shall exceed an aggregate of \$100,000 during the bankruptcy case, the Trustee will seek supplemental Court approval at such time, and prior to the estate incurring obligations to Elkin and Winston & Strawn exceeding \$100,000.

Stipulated and Approved as to Form and Content:

RAY QUINNEY & NEBEKER, P.C.

/s/ Michael Johnson (with permission)

Michael Johnson
Attorneys for the Studios

— 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:

By Electronic Service: I certify that the parties of the 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 CM/ECF system:

- J. Thomas Beckett tbeckett@parsonsbehle.com, ecf@parsonsbehle.com;brothschild@parsonsbehle.com;kstankevitz@parsonsbehle.com
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- Rose Leda Ehler rose.ehler@mto.com, cynthia.soden@mto.com
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- Jeffrey L. Trousdale jtrousdale@cohnekinghorn.com, mparks@cohnekinghorn.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):

None.

Other:

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All parties on the Court's official case matrix

/s/ George Hofmann