

**This order is SIGNED.**

**Dated: September 30, 2019**

George Hofmann (10005)

Jeffrey Trousdale (14814)

**Cohne Kinghorn, P.C.**

111 East Broadway, 11th Floor

Salt Lake City, UT 84111

Telephone: (801) 363-4300

*Kevin R. Anderson*

KEVIN R. ANDERSON  
U.S. Bankruptcy Judge



ar

Attorneys for George Hofmann,  
Chapter 11 Trustee

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

In re:	Bankruptcy No. 17-29073 (KRA)
VIDANGEL, INC.,	Chapter 11
Debtor.	

**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
- 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 mjohnson@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
- 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:

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. Geysler  
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

Mark D. Hashimoto  
Piercy Bowler Taylor & Kern  
7050 Union Park Avenue  
Suite 140  
Salt Lake City, UT 84047

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

All parties on the Court's official case matrix

/s/ George Hofmann

Certificate of Notice Page 5 of 7
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: sjl Page 1 of 3 Date Rcvd: Oct 01, 2019
Form ID: pdfor1 Total Noticed: 8

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Oct 03, 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
acc Mark D. Hashimoto, Piercy Bowler Taylor & Kern, 7050 Union Park Avenue, Suite 140, Salt Lake City, UT 84047
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.

- fa E-mail/Text: ssouth@tannerco.com Oct 02 2019 02:29:53 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: Oct 03, 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 October 1, 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

District/off: 1088-2

User: sjl  
Form ID: pdfor1

Page 2 of 3  
Total Noticed: 8

Date Rcvd: Oct 01, 2019

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  
Joseph M. Shapiro on behalf of Trustee George B. Hofmann tr, IV jshapiro@strongandhanni.com,  
cbecerra@strongandhanni.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.  
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 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

District/off: 1088-2

User: sjl  
Form ID: pdfor1

Page 3 of 3  
Total Noticed: 8

Date Rcvd: Oct 01, 2019

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

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: 55