

J. Thomas Beckett, USB #5587  
Brian M. Rothschild, USB #15316  
Darren Neilson, USB #15005  
**Parsons Behle & Latimer**  
201 South Main Street, Suite 1800  
Salt Lake City, Utah 84111  
Telephone: 801.532.1234  
Facsimile: 801.536.6111  
TBeckett@parsonsbehle.com  
BRothschild@parsonsbehle.com  
DNeilson@parsonsbehle.com  
ecf@parsonsbehle.com

*Proposed Attorneys for the Debtors*

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

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<p>In re:  PolarityTE, Inc., a Delaware corporation  Debtor</p>	<p>Case No. 23-bk-22358-KRA  Case No. 23-bk-22360-KRA  Case No. 23-bk-22361-KRA</p>
<p>In re:  PolarityTE, MD Inc., a Nevada corporation  Debtor</p>	<p>Chapter 11  Judge Kevin R. Anderson</p>
<p>In re:  PolarityTE, Inc., a Nevada corporation  Debtor</p>	<p><b>THIS NOTICE RELATES TO ALL DEBTORS<sup>1</sup></b></p>

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**NOTICE OF BID DEADLINE, AUCTION, AND SALE HEARING IN  
CONNECTION WITH THE SALE OF SUBSTANTIALLY ALL OF  
THE DEBTORS' ASSETS**

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<sup>1</sup> The Debtors in these jointly administered chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are PolarityTE, Inc. (9524); PolarityTE MD, Inc. (1555); and PolarityTE, Inc. (6882). The location of the Debtors' service address is 1960 S. 4250 W., Salt Lake City, UT 84104.



**NOTICE IS HEREBY GIVEN** as follows:

1. On June 6, 2023, the above-captioned debtors and debtors in possession (each a “**Debtor**” and collectively the “**Debtors**”) filed a joint motion seeking approval of, among other things, (a) bid procedures (the “**Bid Procedures**”) in connection with the sale (the “**Sale**”) of substantially all of the Debtors’ assets (the “**Acquired Assets**”), (b) procedures to determine cure amounts and deadlines for objections to certain contracts and leases to be assumed and assigned by the Debtors, (c) the date, time, and place for a sale hearing (the “**Sale Hearing**”) and for objections to the Sale, and (d) related relief with the United States Bankruptcy Court for the District of Utah (the “**Bankruptcy Court**”). By order dated June 20, 2023, the Bankruptcy Court approved the Bid Procedures (the “**Bid Procedures Order**”) (ECF 41).<sup>2</sup>

2. The Debtors prepared a form of asset purchase agreement (the “**APA**” or “**Agreement**”) for the sale of the Acquired Assets free and clear of all pledges, liens, security interests, encumbrances, claims, charges, options, and interests thereon to the maximum extent permitted by section 363 of the Bankruptcy Code. As set forth in the Bid Procedures, the sale of the Acquired Assets is subject to competing offers from any prospective bidder that submits a Qualified Bid.

3. All interested parties are invited to submit a Qualified Bid and to make offers to purchase the Acquired Assets in accordance with the terms of the Bid Procedures and the Bid Procedures Order. The deadline to submit materials compliant with the Participation Requirements is July 2, 2023, at 5:00 p.m. (prevailing Utah time). The **Bid Deadline** is July 7, 2023, at 5:00 p.m. (prevailing Utah time). Requests for any other information concerning the Bid Procedures or the Sale should be directed by written request to the undersigned Debtors’ counsel.

4. Under the Bid Procedures Order, in the event the Debtors receive two or more Qualified Bids on or before the Bid Deadline, the Debtors shall conduct the Auction for the purpose of determining the highest and/or best bid for the Acquired Assets. Only (a) the Debtors and their counsel and professional advisors, (b) other Qualified Bidders and their counsel and professional advisors, (c) creditors of the Debtors that have provided written notice to the Debtors’ counsel at least five (5) business days in advance of the Auction of his, her, or its intent to attend the Auction and their professional advisors, and (d) representatives of the Office of the United States Trustee, shall be permitted to attend the Auction. Only Qualified Bidders will be entitled to make subsequent Overbids at the Auction. The Auction will be held commencing at 9:00 a.m. (prevailing Utah time) on July 10, 2023, at the offices of **PARSONS BEHLE & LATIMER** located at 201 S, Main St., Ste 1800, Salt Lake City, Utah 84111, or at such other place and time as the Debtors shall notify all parties that submitted Qualified Bids, or that are otherwise entitled to attend the Auction.

5. The Bankruptcy Court will hold a Sale Hearing on July 27, 2023, at 9:00 a.m. (prevailing Utah time) or such other time as the Bankruptcy Court shall determine, where the

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Bid Procedures Order.

Debtors will intend to seek the Bankruptcy Court's approval of the sale of the Acquired Assets and the assumption and assignment of certain unexpired leases and executory contracts (collectively, the "Assumed and Assigned Agreements") to the Successful Bidder at the Auction. In determining the Successful Bidder, in addition to the amount of cash or cash equivalent consideration offered, the Debtors will consider, among other factors, the assumption of liabilities contemplated by each Qualified Bid. The Sale Hearing will be held before the United States Bankruptcy Court for the District of Utah. Such hearing will be conducted telephonically at the following conference line unless otherwise noticed by the Bankruptcy Court on the Docket:

Cases before Judge Anderson:  
<https://www.zoomgov.com/j/16030076397>  
Meeting ID: 160 3007 6397  
Passcode/Participant ID: 6001201  
CALL NOW or +1 669 254 5252

6. At the Sale Hearing, the Bankruptcy Court may enter such orders as it deems appropriate under applicable law and as required by the circumstances and equities of the Chapter 11 Cases. Objections, if any, to the Sale of the Acquired Assets or the assumption and assignment of the Assumed and Assigned Agreements pursuant to the terms of the agreement reached between the Debtors and the Successful Bidder shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court for the District of Utah, shall set forth the name of the objecting party, the nature and amount of any claims or interests held or asserted against the Debtors' estates or properties, the basis for the objection and the specific grounds therefore, and shall be filed with the Bankruptcy Court, and be served upon (a) counsel for the Debtors, **PARSONS BEHLE & LATIMER** located at 201 S, Main St., Ste 1800, Salt Lake City, Utah 84111 (Attn: Brian M. Rothschild, Esq.) and [brothschild@parsonsbehle.com](mailto:brothschild@parsonsbehle.com); (b) the Office of the United States Trustee, 405 So. Main Street, Suite 300, Salt Lake City, UT 84111 (Attn: Melinda Wilden), so as to be received on or before by July 18, 2023, 5:00 p.m. (prevailing Utah time).

DATED June 20, 2023.

**PARSONS BEHLE & LATIMER**

/s/ Brian M. Rothschild

J. Thomas Beckett  
Brian M. Rothschild  
Darren Neilson

*Proposed Attorneys for the Debtors*

### CERTIFICATE OF SERVICE

I hereby certify that on June 20, 2023, I caused a true and correct copy of the **NOTICE OF BID DEADLINE, AUCTION, AND SALE HEARING IN CONNECTION WITH THE SALE OF SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS** (the "**Document**") to be filed with the Court's ECF system, which effected electronic service on the following:

- . Thomas Beckett tbeckett@parsonsbehle.com, ecf@parsonsbehle.com;brothschild@parsonsbehle.com
- Darren B. Neilson dneilson@parsonsbehle.com
- Ellen E. Ostrow eostrow@foley.com, lbailey@foley.com;ellen-ostrow-4512@ecf.pacerpro.com;tschuman@foley.com;docketflow@foley.com
- Brian M. Rothschild brothschild@parsonsbehle.com, ecf@parsonsbehle.com;docket@parsonsbehle.com
- United States Trustee USTPRegion19.SK.ECF@usdoj.gov
- Melinda Willden tr melinda.willden@usdoj.gov, Lindsey.Huston@usdoj.gov;James.Gee@usdoj.gov;Rinehart.Peshell@usdoj.gov;Rachell e.D.Armstrong@usdoj.gov;Brittany.Eichorn@usdoj.gov

An additional Certificate of Service will be filed showing the mailing notice given to creditors and equity holders of the Debtors in accordance with Rule 2002.

*I declare under penalty of perjury that this declaration is true and correct.*

/s/ Brian M. Rothschild  
Brian M. Rothschild