

This order is SIGNED.

Dated: August 18, 2023

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



Order prepared and submitted by:
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Attorneys for the Debtors

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

<p>In re:</p> <p>PolarityTE, Inc., a Delaware corporation</p> <p style="text-align: center;">Debtor</p>	<p>Case No. 23-bk-22358-KRA</p> <p>Case No. 23-bk-22360-KRA</p> <p>Case No. 23-bk-22361-KRA</p>
<p>In re:</p> <p>PolarityTE, MD Inc., a Nevada corporation</p> <p style="text-align: center;">Debtor</p>	<p>Chapter 11</p> <p>Judge Kevin R. Anderson</p>
<p>In re:</p> <p>PolarityTE, Inc., a Nevada corporation</p> <p style="text-align: center;">Debtor</p>	<p style="text-align: center;">THIS DOCUMENT RELATES TO ALL DEBTORS¹</p>

¹ 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.



**ORDER GRANTING DEBTORS' APPLICATION TO EMPLOY
DORSEY & WHITNEY LLP AS SPECIAL COUNSEL TO THE
DEBTORS**

Upon the Application (the “**Application**”)² filed by the above-captioned debtors and debtors in possession (the “**Debtors**”) seeking entry of an order pursuant to sections 105(a), 327, 328, 330 and 363 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”), authorizing the Debtors to retain and employ Dorsey & Whitney LLP (“**Dorsey**”) as an ordinary course professional under 11 U.S.C. §§ 327(e) and 363(c) to provide the services described in the Application; and the Court, having reviewed the Application and having heard the statements of counsel in support of the relief requested in the Application at the hearing before the Court (the “**Hearing**”), and having considered the Declaration of David Marx [Docket No. 109] filed in support of the Application and in accordance with the statements of the parties made at the Hearing, finds that it has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334, that this is a core matter under 28 U.S.C. § 157(b)(2), that notice of the Application and the Hearing were sufficient under the circumstances and that no further notice need be given; and the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein,

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

THEREFORE, IT IS HEREBY ORDERED THAT:

1. The employment of Dorsey & Whitney LLP as special counsel³ to the Debtors as of the Petition Date is APPROVED under section 327(e) of the Bankruptcy Code.

2. Prior to payment of any fees owed by Debtors to Dorsey, Dorsey must file a fee application in accordance with the Federal Rules of Bankruptcy Procedure, the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Utah, the Fee Guidelines Promulgated by the Executive Office of the United Trustee and any order entered by the Court governing the payment of compensation and reimbursement of expenses in these chapter 11 cases.

3. All other terms set forth in the Order Authorizing Retention, Employment, and Compensation of Certain Professionals Used by the Debtors in the Ordinary Course of Business Under 11 U.S.C. § 363(c) previously entered by the Court in Docket No. 47 shall apply to Dorsey.

4. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

6. The entry of this Order is without prejudice to the Debtors to request additional or different relief if warranted.

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[END OF DOCUMENT]

³ The initial Application requested approval of the employment of Dorsey as ordinary course professionals. However, in response to the objection of the U.S. Trustee, Dorsey submitted the Declaration of David Marx on August 7, 2023 [Docket No. 109] in accordance with section 327(e) of the Bankruptcy Code and shall be retained as special counsel.

DESIGNATION OF PARTIES TO RECEIVE NOTICE

Service of the foregoing **ORDER GRANTING DEBTORS' APPLICATION TO EMPLOY DORSEY & WHITNEY LLP AS SPECIAL COUNSEL TO THE DEBTORS** shall be served to the parties and in the manner designated below:

By Electronic Service: I certify that the parties of record in this case as identified below, are registered CM/ECF users.

- J. Thomas Beckett tbeckett@parsonsbehle.com, ecf@parsonsbehle.com;brothschild@parsonsbehle.com
- Gary M. Freedman gary.freedman@nelsonmullins.com, sarah.castillo@nelsonmullins.com;francis.santelices@nelsonmullins.com
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- Rachel A. Sternlieb rachel.sternlieb@nelsonmullins.com
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The following parties in interest are not registered ECF users and must be notified manually:

Kurtzman Carson Consultants, LLC
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15 W South Temple
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Salt Lake City, UT 84101

Crowell & Moring LLP
Attn: Michael V. Blumenthal
590 Madison Avenue
20th Floor
New York, NY 10022

Dated this 17th day of August, 2023.

/s/ Darren Neilson

Darren Neilson