

**This order is SIGNED.**

**Dated: August 18, 2023**

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



*Order prepared and submitted by:*

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

*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><b>THIS DOCUMENT RELATES TO ALL DEBTORS<sup>1</sup></b></p>

<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.



---

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

---

Upon the Application (the “**Application**”)<sup>2</sup> 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,

---

<sup>2</sup> 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 counsel<sup>3</sup> 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.

###

**[END OF DOCUMENT]**

---

<sup>3</sup> 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
- 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
- Rachel A. Sternlieb rachel.sternlieb@nelsonmullins.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

The following parties in interest are not registered ECF users and must be notified manually:

Kurtzman Carson Consultants, LLC  
222 N Pacific Coast Highway  
3rd Floor  
El Segundo, CA 90245

Rocky Mountain Advisory, LLC  
15 W South Temple  
Ste 500  
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

In re:  
PolarityTE, Inc.  
Debtor

Case No. 23-22358-KRA  
Chapter 11

## CERTIFICATE OF NOTICE

District/off: 1088-2  
Date Rcvd: Aug 18, 2023

User: admin  
Form ID: pdfor1

Page 1 of 2  
Total Noticed: 3

The following symbols are used throughout this certificate:

**Symbol**      **Definition**

+      Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

**Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Aug 20, 2023:**

<b>Recip ID</b>	<b>Recipient Name and Address</b>
intp	+ Crowell & Moring LLP, Attn: Michael V. Blumenthal, 590 Madison Avenue, 20th Floor, New York, NY 10022-2544
op	+ Kurtzman Carson Consultants, LLC, 222 N Pacific Coast Highway, 3rd Floor, El Segundo, CA 90245-5614
fa	+ Rocky Mountain Advisory, LLC, 15 W South Temple, Ste 500, Salt Lake City, UT 84101-1500

TOTAL: 3

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

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

## BYPASSED RECIPIENTS

**The following addresses were not sent this bankruptcy notice due to an undeliverable address, \*duplicate of an address listed above, \*P duplicate of a preferred address, or ## out of date forwarding orders with USPS.**

NONE

## NOTICE CERTIFICATION

**I, Gustava Winters, 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: Aug 20, 2023

Signature:           /s/Gustava Winters          

---

## CM/ECF NOTICE OF ELECTRONIC FILING

**The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on August 18, 2023 at the address(es) listed below:**

<b>Name</b>	<b>Email Address</b>
Brian M. Rothschild	on behalf of Debtor PolarityTE Inc., (a Nevada Corporation) (PTE-NV) brothschild@parsonsbehle.com, ecf@parsonsbehle.com;docket@parsonsbehle.com
Brian M. Rothschild	on behalf of Debtor PolarityTE Inc. brothschild@parsonsbehle.com, ecf@parsonsbehle.com;docket@parsonsbehle.com
Brian M. Rothschild	on behalf of Debtor PolarityTE MD Inc. brothschild@parsonsbehle.com, ecf@parsonsbehle.com;docket@parsonsbehle.com
Darren B. Neilson	on behalf of Debtor PolarityTE MD Inc. dneilson@parsonsbehle.com
Darren B. Neilson	on behalf of Debtor PolarityTE Inc. dneilson@parsonsbehle.com

District/off: 1088-2

User: admin

Page 2 of 2

Date Rcvd: Aug 18, 2023

Form ID: pdfor1

Total Noticed: 3

Darren B. Neilson

on behalf of Debtor PolarityTE Inc., (a Nevada Corporation) (PTE-NV) dneilson@parsonsbehle.com

Elaine A. Monson

on behalf of Creditor DJB Gas Services Inc. emonson@rqn.com, docket@rqn.com;jsears@rqn.com

Ellen E. Ostrow

on behalf of Interested Party Grander Acquisition LLC eostrow@foley.com,  
ellen-ostrow-4512@ecf.pacerpro.com;rgledhill@foley.com;skamaya@foley.com;docketflow@foley.com;acardenas@foley.com

Gary M. Freedman

on behalf of Interested Party Grander Acquisition LLC gary.freedman@nelsonmullins.com,  
sarah.castillo@nelsonmullins.com;francis.santelices@nelsonmullins.com

J. Thomas Beckett

on behalf of Debtor PolarityTE Inc., (a Nevada Corporation) (PTE-NV) tbeckett@parsonsbehle.com,  
ecf@parsonsbehle.com;brothschild@parsonsbehle.com

J. Thomas Beckett

on behalf of Debtor PolarityTE Inc. tbeckett@parsonsbehle.com, ecf@parsonsbehle.com;brothschild@parsonsbehle.com

J. Thomas Beckett

on behalf of Debtor PolarityTE MD Inc. tbeckett@parsonsbehle.com, ecf@parsonsbehle.com;brothschild@parsonsbehle.com

James W. Anderson

on behalf of Creditor Denver Lough jwa@clydesnow.com gmortensen@clydesnow.com

Landon S. Troester

on behalf of Creditor Denver Lough ltroester@clydesnow.com banderson@clydesnow.com

Megan K Baker

on behalf of Spec. Counsel Dorsey & Whitney LLP baker.megan@dorsey.com

Melinda Willden tr

on behalf of U.S. Trustee United States Trustee melinda.willden@usdoj.gov  
Lindsey.Huston@usdoj.gov;James.Gee@usdoj.gov;Rinehart.Peshell@usdoj.gov;Rachelle.D.Armstrong@usdoj.gov;Brittany.Eichorn@usdoj.gov

Rachel A. Sternlieb

on behalf of Interested Party Grander Acquisition LLC rachel.sternlieb@nelsonmullins.com

United States Trustee

USTPRegion19.SK.ECF@usdoj.gov

TOTAL: 18