

This order is SIGNED.

Dated: November 4, 2024


KEVIN R. ANDERSON
U.S. Bankruptcy Judge



Order prepared and submitted by:

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Attorneys for Debtors

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

In re	Case No. 23-22358-KRA
PolarityTE, Inc., a Delaware corporation	Case No. 23-22360-KRA
Debtor.	Case No. 23-22361-KRA
In re	Chapter 11
PolarityTE, MD Inc., a Nevada corporation	Judge Kevin R. Anderson
Debtor	



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In re	THIS DOCUMENT RELATES TO ALL DEBTORS
PolarityTE, Inc., a Nevada corporation	
Debtor	

ORDER (I) APPROVING PROPOSED DISCLOSURE STATEMENT AND FINDING THE FORM AND MANNER OF THE NOTICE OF THE DISCLOSURE STATEMENT HEARING ADEQUATE, (II) SCHEDULING A CONFIRMATION HEARING, AND (III) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR CONFIRMATION OF DEBTORS' AMENDED PLAN OF LIQUIDATION

The Court, upon the motion (the “**Motion**”) of Debtors PolarityTE, Inc., a Delaware corporation (“**PTE**”), PolarityTE, MD Inc., a Nevada corporation (“**PTE MD**”), and PolarityTE, Inc., a Nevada corporation (“**PTE NV**” and together with PTE and PTE MD, the “**Debtor**”), in the above-captioned chapter 11 case for entry of an order (this “**Order**”) (a) finding the form and manner of notice of the disclosure statement hearing (the “**Disclosure Statement Hearing**”) on October 29, 2024, at 10:30 a.m. (MT) on the Disclosure Statement (as defined below) to be adequate, (b) approving the adequacy of information contained in the Disclosure Statement, (c) scheduling a hearing (the “**Confirmation Hearing**”) on confirmation of the Plan (as defined below);¹ (d) establishing deadlines and procedures for filing objections to confirmation of the Plan; and (e) granting related relief, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice pursuant to Bankruptcy Rule 2002(b) and of the objection deadline under Local Rule 9006-1(b) of the Disclosure Statement Hearing having been given; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and the Court having held the Disclosure Statement Hearing to consider the relief requested in the Motion and approval of the Disclosure Statement; and upon the record of the Hearing and all proceedings before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors' estate, its creditors, Equity Interest holders, and other parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED as follows:

1. The Motion is granted as set forth herein.
2. Except as otherwise stated herein, all objections not otherwise withdrawn or resolved herein are overruled.
3. The default of all parties who failed to file objections to the Motion or attend the Disclosure Statement Hearing are hereby entered.
4. The form and manner of the Notice of the Motion and the Disclosure Statement Hearing is approved as having been adequate and in compliance with Bankruptcy Rule 2002, the Local Rules, and the Bankruptcy Code.
5. The Disclosure Statement is approved as containing adequate information within the meaning of section 1125 of the Bankruptcy Code.

6. The Confirmation Hearing, at which time the Court will consider, among other things, the confirmation of the Plan, shall commence at December 19, 2024, at 10:00 a.m. (MT), which date may be continued from time to time without further notice other than adjournments announced at the Confirmation Hearing or any adjournment thereof or the filing on the docket of the chapter 11 case of a notice or a hearing agenda providing for the adjournment.

7. Any objections to confirmation of the Plan must be filed, together with proof of service, with the Court and served to be actually received by December 5, 2024, at 5:00 p.m. (MT) (the “**Confirmation Objection Deadline**”). The Reply Deadline is set for December 12, 2024, at 5:00 p.m. (MT).

8. Any objections to the confirmation of the Plan, must—

- a. be in writing;
- b. comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules;
- c. state the name and address of the objecting party and the amount and nature of the Claim or Interest beneficially owned by such entity;
- d. state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Plan, and with respect to objections to the proposed Cure Amounts, the requested Cure Amount; and
- e. be filed with the Court with proof of service thereof and served upon the Notice Parties so as to be actually received by the Confirmation Objection Deadline

9. Any objections to confirmation of the Plan that are not timely filed and served in the manner set forth in this Order may not be considered and may be overruled.

10. The schedule of events set forth below relating to confirmation of the Plan is hereby approved in its entirety, and the Court hereby finds the following schedule of events is consistent with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules:

Deadline or Event	Date
Notice Packages Mailed	November 4, 2024
Deadline to File Confirmation Motion	November 4, 2024
Notice of Confirmation Hearing Notice Served	November 4, 2024
Confirmation Objection Deadline	December 5, 2024, at 5:00 p.m. (MT)
Reply Deadline	December 12, 2024, at 5:00 p.m. (MT)
Confirmation Hearing	December 19, 2024, at 10:00 a.m. (MT)

11. The Confirmation Hearing Notice, substantially in the form attached hereto as Exhibit A-1, complies with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules and is hereby approved as good and adequate notice is deemed to be sufficient and appropriate under the circumstances.

12. The Debtor will serve the Confirmation Hearing Notice on (i) the U.S. Trustee; (ii) all parties that have appeared in this Chapter 11 Case and requested notice; (iii) all ECF Notice Parties; (iv) all parties entitled to notice under Bankruptcy Rule 2002, including all parties on the Debtor's creditor matrix; (v) the Debtors' equity interest holders; (vi) the SEC, and (vii) the Internal Revenue Service; (collectively, the "**Notice Parties**") by November 4, 2024.

13. By no later than November 4, 2024, the Debtor shall mail or cause to be mailed the Notice Packages containing (i) the Disclosure Statement Order (without attachments), (ii) the Confirmation Hearing Notice, (iii) the Disclosure Statement with the relevant exhibits, including the Plan, and (iv) the Notice of Non-Voting Status to the Notice Parties.

14. The Debtor is excused from mailing Notice Packages to addresses from which the Debtor received previous mailings returned as undeliverable unless the Debtor is provided with a new mailing address before November 4, 2024.

15. The Debtor is authorized to make non-substantive changes to the Disclosure Statement, the Plan, and related documents without further order of the Court, including ministerial changes to correct typographical and grammatical errors, and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Notice Packages prior to mailing thereof.

16. Nothing contained in the Motion or this Order shall be deemed or construed as an admission as to the validity or priority of any Claim or lien against the Debtor or any other party or as a waiver of such parties' rights to dispute any such lien.

17. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

18. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

19. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, this Order shall be immediately effective and enforceable upon its entry.

20. The granting of this Motion is without prejudice for the Debtor to seek additional or different relief related to the subject matter hereof.

21. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

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Exhibit A-1 to the Proposed Order

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Attorneys for Debtors

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PolarityTE, Inc., a Delaware corporation	Case No. 23-22358-KRA
Debtor.	Case No. 23-22360-KRA
In re	Case No. 23-22361-KRA
PolarityTE, MD Inc., a Nevada corporation	
Debtor	Chapter 11
In re	Judge Kevin R. Anderson
PolarityTE, Inc., a Nevada corporation	THIS DOCUMENT RELATES TO ALL DEBTORS
Debtor	

EXHIBIT A-1 TO PROPOSED DISCLSOURE STATEMENT ORDER

Attached hereto as Exhibit A-1 to the Proposed Disclosure Statement Order titled **“NOTICE OF HEARING ON CONFIRMATION, AND OBJECTION DEADLINE FOR DEBTORS’ PLAN OF LIQUIDATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE.”**

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**NOTICE OF HEARING ON CONFIRMATION, AND OBJECTION
DEADLINE FOR DEBTORS' PLAN OF LIQUIDATION UNDER
CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE that PolarityTE, Inc., a Delaware corporation (“**PTE**”), PolarityTE, MD Inc., a Nevada corporation (“**PTE MD**”), and PolarityTE, Inc., a Nevada corporation (“**PTE NV**” and together with PTE and PTE MD, the “**Debtor**”), in the above-captioned chapter 11 case (the “**Case**”), has filed a Motion (the “**Confirmation Motion**”) under Sections 1122, 1125, and 1129 of the Bankruptcy Code to Approve and Confirm the Debtor’s Plan of Liquidation under Chapter 11 of the Bankruptcy Code Dated August 21, 2024 (the “**Plan**”). A copy of the Application and other pleadings in this chapter 11 case can be obtained through the Bankruptcy Court’s Public Access to Court’s Electronic Records (PACER) system, available at <http://www.utb.uscourts.gov> or by contacting undersigned counsel and requesting a copy, which will be delivered free of charge electronically or in paper format.

The hearing to consider the relief in the Application will be held in the Court via using the following telephonic information:

Link to Join: <https://www.zoomgov.com/join>
Meeting ID: 160 3007 6397 Passcode/Participant ID: 6001201
Or dial +1 669 254 5252

YOUR RIGHTS MAY BE AFFECTED. YOU SHOULD READ THESE PAPERS CAREFULLY AND DISCUSS THEM WITH YOUR ATTORNEY IF YOU HAVE ONE IN THIS CHAPTER 11 CASE. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

Relief Requested. By the Confirmation Motion, the Debtor requests that the Bankruptcy Court enter an order confirming the Plan under section 1129 of the Bankruptcy Code. The effects

of confirmation are detailed in the Plan and in the accompanying Disclosure Statement² but include, without limitation, plans for payments of Secured and Unsecured Claims, Administrative Expenses, and Priority Claims, discharge of the Debtor from obligations not assumed by the Plan, and the orderly liquidation of Debtor's assets and its dissolution.

If you do not want the Court to grant the relief requested in the Motion, then you or your attorney must—

(1) on or before **December 05, 2024**, file with the Court electronically or at the address below a written objection, explaining your position:

United States Bankruptcy Court
350 South Main Street, Room 301
Salt Lake City, UT 84101

If you mail your objection to the Court for filing you must mail it early enough so that the Court will receive it on or before **December 05, 2024**. You must also mail a copy to the undersigned counsel for the Debtor at the following address:

PARSONS BEHLE & LATIMER
Attn: Darren Neilson
201 S. Main St. Suite 1800
Salt Lake City, UT 84111

(2) attend the Hearing on **December 19, 2024, at 10:00 a.m. (Prevailing Mountain Time)** with all appearances to be made telephonically at the conference line indicated above or as further noticed on the docket of the Court. The Court may hold hearings using remote or telephonic means in accordance with its General Orders available on its website at

² To the extent of any inconsistencies between this summary and the terms of the Plan, the Plan controls. Capitalized Terms herein have the meanings ascribed to those terms in the Plan

<https://www.utb.uscourts.gov>. There will be no further notice of the Hearing, and failure to attend the Hearing will be deemed a waiver of your objection.

If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the Application and may enter an order granting the requested relief. In the absence of a timely filed objection, the undersigned counsel may and will ask the Court to enter an order approving the Application without holding the Hearing.

Dated this ____ day of November, 2024.

PARSONS BEHLE & LATIMER

/s/ Darren Neilson

Darren Neilson

Attorneys for the Debtors

Exhibit B-1 to the Proposed Order

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Debtor	Chapter 11
In re	Judge Kevin R. Anderson
PolarityTE, Inc., a Nevada corporation	THIS DOCUMENT RELATES TO ALL DEBTORS
Debtor	

EXHIBIT B-1 TO PROPOSED DISCLSoure STATEMENT ORDER

Attached hereto as Exhibit B-1 to the Proposed Disclosure Statement Order titled
**“NOTICE OF NON-VOTING STATUS UNDER DEBTOR’S PLAN OF LIQUIDATION
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE.”**

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PolarityTE, Inc., a Nevada corporation	THIS DOCUMENT RELATES TO ALL DEBTORS
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**NOTICE OF NON-VOTING STATUS UNDER DEBTORS' PLAN OF
LIQUIDATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE that PolarityTE, Inc., a Delaware corporation (“**PTE**”), PolarityTE, MD Inc., a Nevada corporation (“**PTE MD**”), and PolarityTE, Inc., a Nevada corporation (“**PTE NV**” and together with PTE and PTE MD, the “**Debtor**”), filed with the United States Bankruptcy Court (the “**Court**”) its Motion seeking entry of an order under section 1125 of the Bankruptcy Code (1) approving its Disclosure Statement (the “**Disclosure Statement**”) and (2) finding the form and manner of the notice of the disclosure statement hearing adequate, (3) scheduling a confirmation hearing, and (4) establishing notice and objection procedures for confirmation of the Debtor’s Plan of Liquidation (the “**Motion**”).

The Debtor is required to provide solicitation and voting procedures to the Debtor’s stakeholders who are entitled to vote to accept or reject Debtor’s Plan of Organization (the “**Plan**”). The Debtor is not required to provide solicitation and voting procedures to holders of claims or interests in classes under the Plan that are conclusively presumed to either accept or reject the Plan (collectively, the “**Non-Voting Classes**”). Under the Plan, all classes are deemed The Non-Voting Classes, and their proposed treatments under the Plan are set forth immediately below:

Class	Category	Impairment/Entitlement to Vote	• Treatment
1	Priority Claims	Unimpaired Not Entitled to Vote	<ul style="list-style-type: none"> • Pay in full • In cash in full on the Effective Date.
2	Secured Claim of Dorsey & Whitney LLP	Unimpaired Not Entitled to Vote	<ul style="list-style-type: none"> • Pay in full • In full satisfaction of their Claims, holders of Allowed Class 2 Claims shall be given their Pro Rata share of distributions as beneficiaries of the Liquidating Trust until they have received payment in full plus interest at the Federal

			Judgment Rate from the Petition Date through the date of payment.
3	General Unsecured Claims	Unimpaired Not Entitled to Vote	<ul style="list-style-type: none"> • Pay in full • In full satisfaction of their Claims, holders of Allowed Class 3 Claims shall be given their Pro Rata share of distributions as beneficiaries of the Liquidating Trust until they have received payment in full plus interest at the Federal Judgment Rate from the Petition Date through the date of payment.
4	Equity Interests and Rescission Claims	Impaired Not Entitled to Vote	<ul style="list-style-type: none"> • On the Effective Date, all Equity Interests shall be cancelled. • Class 4 is impaired under the Plan. On the terms and conditions set forth in the Liquidating Trust (including the establishment of a reserve), holders of Equity Interests in the Debtors shall receive their Pro Rata share of remaining Cash after Class 3 (General Unsecured Claims) have received their distributions and all Equity Interests in the Debtors shall be cancelled. Claims arising from the purchase or rescission of Equity Interests subordinated under Bankruptcy Code Section 510(b) shall be determined by the Bankruptcy Court in shares equivalent to Equity Interests. On the terms and conditions set forth in the Liquidating Trust (including the establishment of a reserve), in full satisfaction of their Rescission Claims, holders of Equity Interests shall be entitled

			to their Pro Rata share of remaining Cash after Class 3 (General Unsecured Claims) have received their distributions Pro Rata with Equity Interests in the Debtors.
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YOU HAVE BEEN IDENTIFIED AS THE HOLDER OF A CLAIM OR INTEREST IN A NON-VOTING CLASS UNDER THE PLAN AND THEREFORE ARE NOT ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN ON ACCOUNT OF SUCH CLAIM OR INTEREST. Accordingly, you are receiving this Notice, and copies of the Disclosure Statement and Plan.

The Confirmation Hearing will be held before the Honorable Chief Judge Kevin R. Anderson on the Motion on **December 19, 2024, at 10:00 a.m.** (MT) at United States Bankruptcy Court, 350 South Main Street, Salt Lake City, UT 84101. The hearing will be held in the Court via using the following telephonic information:

Link to Join: <https://www.zoomgov.com/join>
Meeting ID: 160 3007 6397 Passcode/Participant ID: 6001201
Or dial +1 669 254 5252

The Confirmation hearing may be continued from time to time without further notice other than the announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

Objection, if any, to the confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection, and (d) be filed with the Bankruptcy court at the address set forth in the preceding paragraph and served on Debtor's counsel no later than **December 05, 2024, at 5:00 p.m.** (MT).

If you or your attorney do not take these steps, the Court may enter an order granting the requested relief. In the absence of a timely filed objection, the undersigned counsel may and will ask the Court to enter an order approving the Plan and Disclosure Statement.

Dated this ____ day of November 2024.

Parsons Behle & Latimer

/s/ Darren Neilson

Darren Neilson

Attorneys for Debtors