UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
	:	
ADVANCE SCIENCE TECHNOLOGIES, INC., and FS-IP LLC,	:	Case No. 17-13668 (SMB) (Jointly Administered)
	:	
Debtors. [1]	:	

ORDER SCHEDULING HEARING ON DEBTORS' MOTION FOR AN ORDER PURSUANT TO SECTIONS 105(a), 362(a)(3), AND 541 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 3001 ESTABLISHING NOTICE AND HEARING PROCEDURES FOR TRADING OF THE BENEFICIAL OWNERSHIP OF RELATED PARTY EQUITY SECURITIES

Upon the record of the hearing in the above-captioned cases held on January 5, 2018 and the Court's so-ordered memorandum order signed on January 10, 2018 [Dkt. No. 25] denying the Debtors' *Motion for Interim and Final Orders Pursuant to Sections 105(a), 362(a)(3), and 541 of the Bankruptcy Code and Bankruptcy Rule 3001 Establishing Notice and Hearing Procedures for Trading of the Beneficial Ownership of Related Party Equity Securities* [Dkt. No. 7]; and upon the amended motion (the "***Motion***") filed simultaneously herewith by the Debtors for entry of an order under sections 105, 362(a)(3) and 541 of the Bankruptcy Code and Bankruptcy Rule 3001 establishing notice and hearing procedures with respect to certain transfers of the beneficial ownership of equity securities of Fortior Solutions, Inc. ("***Fortior***");[2] and upon the Debtors' representation that Article 7 of Fortior's Fourth Amended and Restated Articles of Incorporation contains certain limitations on transactions involving Fortior's equity securities (as defined more specifically below, the "***Charter Restrictions***");[3] **and it appearing that**

[1] The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Advance Science Technologies, Inc. (6977); and FS-IP LLC (5674). Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of the Debtors' bankruptcy cases.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

[3] The Charter Restrictions provide that: "No shares of capital stock of the Company may be sold, assigned, transferred or conveyed without the consent of the Board of Directors, which consent shall not be unreasonably withheld."

trading in the equity securities of Fortior could have an adverse effect on the value of certain tax attributes owned by Fortior and conceivably have an adverse effect on the Debtors as members of Fortior's consolidated U.S. tax group; [SMB: 1/18/18]

IT IS HEREBY ORDERED THAT:

1. A hearing (the "***Hearing***") to consider the relief requested in the Motion will be held before the Honorable Stuart M. Bernstein, United States Bankruptcy Judge, in Courtroom 723 of the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton U.S. Custom House, One Bowling Green, New York, New York 10004-1408, on **February 6, 2018 at 10:00 a.m. Prevailing Eastern Time**. The hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date or dates in open court or at the hearing and notice of such adjourned date(s) will be available on the electronic case filing docket. **[SMB: 1/18/18]**

2. The Debtors shall ~~cause notice of the Hearing to be provided causing~~ **serve** a copy of this Order and the Motion via personal delivery, e-mail, fax, or overnight mail ~~upon entry of this Order~~ on (i) the U.S. Trustee; (ii) all creditors of the Debtors; (iii) all parties entitled to notice pursuant to Local Rule 2002; (iv) any directly registered holders of the ~~Stock~~ **equity securities of Fortior**; and (v) any Nominees of the ~~Stock~~ **equity securities of Fortior so as to be received by 5:00 p.m. on January 22, 2018**. **[SMB: 1/18/18]**

3. Service of the Motion and the Order as provided herein shall be deemed sufficient notice of the Motion.

4. Responses or objections to the relief requested by the Motion must: (a) be in writing; (b) state the name and address of the objecting party and the amount and nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection; (d) conform to the Bankruptcy Rules and the Local Rules; (e) be filed with the Bankruptcy Court (i) by registered users of the Bankruptcy Court's case filing system, electronically in accordance with General Order M-399 (which can be found at http://www.nysb.uscourts.gov) and (ii) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with

the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable; and (f) be served in accordance with General Order M 399. In addition to being filed with the Bankruptcy Court, any such responses or objections must be served on the following parties so as to be received by **no later than 4:00 p.m. Prevailing Eastern Time on ~~January 30, 2018~~ February 2, 2018** (the "***Objection Deadline***"), on the following parties:

i. The Debtors or Fortior:

c/o Fortior Solutions, LLC
5800 Pinefarm Place
Hillsboro, Oregon 97124
Attn: Sean Sullivan, Chief Financial Officer
Attn: Katherine Cowan, General Counsel and Secretary
Email: SSullivan@FortiorSolutions.com
KCowan@FortiorSolutions.com

ii. The Debtors' counsel:

Perkins Coie LLP
30 Rockefeller Plaza
22nd Floor
New York, New York 10122
Attn: Alan D. Smith
Attn: Schuyler G. Carroll
Email: ADSmith@PerkinsCoie.com
SCarroll@PerkinsCoie.com

iii. The U.S. Trustee

Office of the U.S. Trustee for Region 2
U.S. Federal Office Building
201 Varick Street, Suite 1006
New York, New York 10014
Attn: Shannon Scott
Attn: Greg Zipes
Email: Shannon.Scott2@usdoj.gov
Email: grep.zipes@usdoj.gov

iv. The Senior Secured Lenders:

Goldman Sachs Specialty Lending Group, L.P.
6011 Connection Drive
Irving, Texas 75039
Attn: SureID Account Manager
Attn: GSSLG In-House Counsel
Email: Doug.Daniels@gs.com

v. The Senior Secured Lenders' counsel:

Goldberg Kohn Ltd.
55 East Monroe, Suite 3300
Chicago, Illinois 60603
Attn: Randall Klein
Email: Randall.Klein@Goldbergkohn.com

and

Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York NY 10006
Attn: Sean A. O'Neal
Attn: Benjamin S. Beller
Email: soneal@cgsh.com
Email: bbeller@cgsh.com

5. Pending the Hearing on the Motion, at least 72 hours prior to effectuating any transfer of the beneficial ownership of equity securities of Fortior, including options, that would result in (i) a change in the amount of Fortior equity securities beneficially owned by a Substantial Shareholder, or (ii) a person or entity becoming a Substantial Shareholder, such Substantial Shareholder (or person or entity that may become a Substantial Shareholder) shall give written notice via email to the parties listed in paragraph 4 above of such person or entity's intent to effectuate such transfer. As used herein "***Substantial Shareholder***" means any person or entity which beneficially owns (within the meaning of Section 382 of Internal Revenue Code and regulations and guidance thereunder) at least 4.5% of any class of issued and outstanding common or preferred shares of Fortior.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

7. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: January 18, 2018
New York, New York

/s/ *Stuart M. Bernstein*
STUART M. BERNSTEIN
United States Bankruptcy Court