

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

VYAIRE MEDICAL, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 24-11217 (BLS)
)

) (Jointly Administered)
)

) **Re: Docket No. 793**
)

**ORDER AUTHORIZING THE DEBTORS TO ASSUME AND ASSIGN
CONTRACTS TO ZOLL MEDICAL CORPORATION**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), pursuant to section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, authorizing the Debtors to assume and assign the Contracts to Zoll Medical Corporation (the “Assignee”), all as more fully set forth in the Motion; and the United States District Court for the District of Delaware has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, which was referred to this Court under 28 U.S.C. § 157 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the

¹ The last four digits of Debtor Vyair medical, Inc.’s federal tax identification number are 6495. A complete list of each of the Debtors in these chapter 11 cases and each such Debtor’s federal tax identification number may be obtained on the website of the Debtors’ claims and noticing agent at <https://omniagentsolutions.com/Vyair>. The location of Debtor Vyair Medical, Inc.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 26125 North Riverwoods Boulevard, Mettawa, Illinois, USA 60045.

² Capitalized terms used but not defined herein have the meanings given to such terms in the Motion.

Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion; and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Debtors are authorized to assume and assign the Contracts set forth on **Exhibit 1** to the Assignee pursuant to sections 105(a) and 365 of the Bankruptcy Code, effective as of November 22, 2024 (the "Effective Date"), and such Contracts are deemed assumed and assigned to the Assignee without the need for any further Court order or the execution of any further documents or other instruments.
3. The Assignee shall be responsible for any cure costs associated with the assumption and assignment of the Contracts.
4. All defaults or other obligations under the Contracts arising prior to the Effective Date (without giving effect to any acceleration clauses or any default provisions of the kind specified in section 365(b)(2) of the Bankruptcy Code), if any, shall be deemed satisfied or waived by the contract counterparties to such Contracts, and the contract counterparties shall be forever barred, estopped, and permanently enjoined from asserting, imposing, charging or claiming against the Debtors (i) that any amounts are due or any defaults exist, (ii) any counterclaim, defense, setoff, or any other claim asserted or assertable against the Debtors, and (iii) any accelerations, assignment

fees, increases, or any other fees as a result of the Debtors' assumption and assignment of the Contracts.

5. The Assignee has demonstrated adequate assurance of future performance and has satisfied the requirements set forth in section 365(b)(1) of the Bankruptcy Code.

6. The contract counterparties to the Contracts shall be deemed to have consented to the assumption and assignment of the Contracts under section 365(c)(1) of the Bankruptcy Code, section 365(e)(2) of the Bankruptcy Code, or otherwise, and the Assignee shall enjoy all of the rights and benefits under the assumed and assigned Contracts as of the Effective Date.

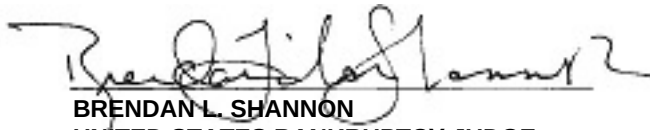
7. The Assignee shall be obligated to perform obligations, arising from or after the Effective Date. The Debtors shall be relieved of any liability resulting from any subsequent breach of the Contracts pursuant to section 365(k) of the Bankruptcy Code.

8. Notwithstanding the provisions of Bankruptcy Rule 6006(d), this Order shall be effective immediately upon entry.

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

10. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: December 9th, 2024
Wilmington, Delaware


BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE