

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

In re: VYAIRES MEDICAL, INC., <i>et al.</i> , ¹ Debtors.	)))))))	Chapter 11 Case No. 24-11217 (BLS) (Jointly Administered) Re: Docket No. 45
---	---------------------------------	---

**ORDER AUTHORIZING THE DEBTORS TO FILE
UNDER SEAL THE FEE LETTERS RELATED TO THE DIP FACILITY**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (this “Order”), (a) authorizing the Debtors to file the Fee Letters under seal; (b) directing that the Fee Letters shall remain under seal and not be made available to anyone, without the prior written consent of both the Debtors and the DIP Agent, except to (i) the Court, (ii) the U.S. Trustee, (iii) counsel to the Committee, and (iv) any other party as may be ordered by the Court or agreed to by the Debtors and the DIP Agent, in each case under appropriate confidentiality agreements reasonably satisfactory to the Debtors and the DIP Agent that preserve the confidentiality of the Fee Letters (and any information derived therefrom); and (c) granting related relief; all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 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.

¹ 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/Vyairc>. The location of Debtor Vyairc 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 otherwise defined herein have the meanings ascribed to them in the Motion.

§ 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 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 having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); 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 file under seal the Fee Letters. The Fee Letters shall remain under seal, and shall not be made available to anyone, other than as provided in paragraph 3 of this Order, without the prior written consent of the Debtors and the DIP Agent or further order of the Court.
3. The Debtors are authorized to cause the unsealed versions of the Fee Letters to be served on and made available, on a confidential basis, to: (a) the Court; (b) the U.S. Trustee; (c) counsel to the Committee; and (d) any other party as may be ordered by the Court or agreed to by the Debtors and the DIP Agent in each case under appropriate confidentiality agreements reasonably satisfactory to the Debtors and the DIP Agent that preserve the confidentiality of the Fee Letters (and any information derived therefrom).

4. The Debtors and any party authorized to receive the sealed Fee Letters pursuant to this Order is authorized to and shall, subject to Local Rule 9018-1 and without further order of the Court: (a) redact specific references to the information set forth therein from pleadings filed on the public docket maintained in these chapter 11 cases; and (b) not use or refer to information contained in the Fee Letters in any hearing unless appropriate safeguards have been put in place to protect the confidentiality of the information.

5. Any Bankruptcy Rule (including Bankruptcy Rule 6004(h)) or Local Rule that might otherwise delay the effectiveness of this Order is hereby waived, and the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

6. This Order is without prejudice to the rights of any party in interest to seek to unseal and make public any portion of the material filed under seal.

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

8. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: July 9th, 2024
Wilmington, Delaware



BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE