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

In re:	)	Chapter 11
VYAIRE MEDICAL, INC., *et al.*,[1]	)	Case No. 24-11217 (BLS)
Debtors.	)	(Jointly Administered)

**DEBTORS' APPLICATION FOR ENTRY OF
AN ORDER AUTHORIZING THE (I) RETENTION OF AP SERVICES, LLC,
(II) DESIGNATION OF CHARLES BRALEY AS CHIEF RESTRUCTURING OFFICER
EFFECTIVE AS OF THE PETITION DATE, AND (III) GRANTING RELATED RELIEF**

The above-captioned debtors (collectively, the "Debtors"), respectfully state the following in support of this application (the "Application"):

1. The Debtors seek entry of an order (the "Proposed Order"), substantially in the form attached hereto as **Exhibit A**, authorizing the Debtors to (a) retain and employ AP Services, LLC ("APS") and (b) designate Charles Braley as Chief Restructuring Officer ("CRO") pursuant to the terms of the engagement letter by and among the Debtors and APS, dated as of June 6, 2024 (the "Engagement Letter"), a copy of which is attached hereto as **Exhibit B**, in each instance effective as of the Petition Date (as defined herein), and (c) granting related relief. In support of the Application, the Debtors submit the declaration of Charles Braley, a Partner and Managing Director of AlixPartners, LLP, and authorized representative of APS (the "Braley Declaration"), attached hereto as **Exhibit C**.

[1] The last four digits of Debtor Vyaire 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/Vyaire. The location of Debtor Vyaire 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.

Jurisdiction and Venue

2. 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 the United States Bankruptcy Court for the District of Delaware (the "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. This is a core proceeding under 28 U.S.C. § 157. The Debtors confirm their consent, pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), to the entry of a final order by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue of these cases and this Application in this district under 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are sections 105 and 363 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code"), Bankruptcy Rule 2002(f), and Rule 2002-1(f) of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the "Local Rules").

Background

5. On June 9, 2024 (the "Petition Date"), Vyaire Medical, Inc. and certain of its subsidiaries filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors' chapter 11 cases (collectively, these "Chapter 11 Cases") have been consolidated for procedural purposes only and are being administered jointly. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 Cases. On June 26, 2024, the United States Trustee for the District of Delaware

(the "U.S. Trustee") appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the "Committee"). *See* Docket No. 121.

6. A comprehensive description of the Debtors' businesses and operations, capital structure, and the events leading to the commencement of these Chapter 11 Cases can be found in the *Declaration of John Bibb, Group Chief Executive Officer of Vyaire Medical, Inc., in Support of Debtors' Chapter 11 Petitions and First Day Motions* [Docket No. 15] (the "First Day Declaration"), which is incorporated herein.

Relief Requested

7. Pursuant to sections 105(a) and 363 of the Bankruptcy Code and Bankruptcy Rule 2016, the Debtors seek to (i) employ and retain APS and (ii) designate Charles Braley as the Debtors' CRO, effective as of the Petition Date, in accordance with the terms of the Proposed Order and the Engagement Letter.

APS's Qualifications

8. APS, an affiliate of AlixPartners, LLP ("AlixPartners") is an internationally recognized restructuring and turnaround firm with substantial experience in providing interim management and financial advisory services and has an excellent reputation for its work in large and complex chapter 11 cases on behalf of debtors and creditors throughout the United States.

9. APS's professionals have provided strategic advice to debtors, creditors, bondholders, investors, and other entities in numerous chapter 11 cases. Since its inception in 1981, APS, AlixPartners, its subsidiary affiliates, and its predecessor entities have provided restructuring or crisis management services in numerous large cases in this district. *See, e.g.*, *In re MVK FarmCo LLC*, No. 23-11721 (LSS) (Bankr. D. Del. Dec. 6, 2023); *In re Kidde-Fenwal, Inc.*, No. 23-10638 (LSS) (Bankr. D. Del. Jul. 10, 2023); *In re Aearo Techs. LLC*, No. 22-02890 (JJG) (Bankr. S.D. Ind. Oct. 13, 2022); *In re Enjoy Tech., Inc.*, No. 22-10580 (JKS) (Bankr. D.

Del. Aug. 2, 2022); *In re Salem Harbor Power Dev. LP (f/k/a Footprint Power Salem Harbor LP)*, No. 22-10239 (MFW) (Bankr. D. Del. Apr. 19, 2022); *In re Nine Point Energy Holdings, Inc.*, No. 21-10570 (MFW) (Bankr. D. Del. Apr. 20, 2021); *In re VIP Cinema Holdings, Inc.*, No. 20-10345 (MFW) (Bankr. D. Del. Mar 23, 2020); *In re Southland Royalty Co., LLC*, No. 20-10158 (KBO) (Bankr. D. Del. Feb. 27, 2020); *In re Borden Dairy Co.*, No. 20-10010 (CSS) (Bankr. D. Del. Feb. 21, 2020); *In re Blackhawk Mining LLC*, No. 19-11595 (LSS) (Bankr. D. Del. Aug. 9, 2019); and *In re FTD Cos., Inc.*, No. 19-11240 (LSS) (Bankr. D. Del. July 2, 2019).

10. In addition to APS's experience and reputation for providing restructuring services in chapter 11 cases, since March 2024, APS and AlixPartners have performed significant prepetition work for the Debtors. As a result, APS has acquired significant knowledge of the Debtors and their businesses, and familiarity with the Debtors' financial affairs, debt structure, operations, and related matters. Likewise, in providing prepetition services to the Debtors, APS's professionals have worked closely with the Debtors' management and their other advisors. APS has experience, expertise, and specifically relevant knowledge regarding the Debtors that will assist it in providing effective and efficient services in these Chapter 11 Cases. The Debtors submit that the designation of Charles Braley as CRO and the retention of APS on the terms and conditions set forth herein is necessary and appropriate, in the best interest of the Debtors, their estates, and all parties in interest, and should be granted in all respects.

11. Charles Braley, a Partner and Managing Director of AlixPartners, who is CRO for the Debtors, specializes in designing and implementing business turnarounds and in providing crisis interim management services. Mr. Braley has over 20 years of experience in the restructuring and turnaround management industry and has been working for APS since November 2009. The combination of Mr. Braley's restructuring, operating, and transaction experience spans multiple

countries and a variety of industries including healthcare and life sciences, oil and gas, business consulting services and information technology/telecommunications. Mr. Braley's work has included developing comprehensive solutions in corporate restructurings and other financial reorganizations. He has advised senior executives, boards of directors of companies and creditors in numerous industries to devise and implement sound turnaround and restructuring strategies in chapter 11 cases and in other distressed situations including out-of-court restructuring matters. He has served in interim management roles and in an advisory capacity for numerous AlixPartners and APS clients, most recently as Senior Vice President of Restructuring at Basic Energy and Chief Financial Officer at NPC International Liquidating Trust. Mr. Braley has also personally been involved in many recent large and complex restructurings including, but not limited to, Mallinckrodt, BearingPoint and Dendreon Corporation. Mr. Braley received a Bachelor of Science in Accounting from the University of Wisconsin - Milwaukee. He will be responsible for the overall design of the APS services and direction of the engagement.

12. If the Application is approved, the individuals working on this matter (the "APS Personnel"), all with substantial expertise in the areas discussed above, will continue to provide necessary services to the Debtors. Such personnel will work closely with the Debtors' management and other professionals throughout the reorganization process. By virtue of the expertise of its restructuring personnel and the significant prepetition work that AlixPartners and APS performed for the Debtors, APS is well-qualified to provide services to and represent the Debtors' interests in these Chapter 11 Cases.

Services to be Provided

13. Prior to the Petition Date, the Debtors and APS entered into the Engagement Letter, which governs the relationship between them. The terms and conditions of the Engagement Letter

were negotiated between the Debtors and APS and reflect the parties' mutual agreement as to the substantial efforts that will be required under this engagement.

14. Generally, the CRO and APS shall perform activities and services to assist the Debtors throughout these Chapter 11 Cases. Working collaboratively with the senior management team, the Board of Directors, and other of the Debtors' professionals, Mr. Braley will assist the Debtors in evaluating and implementing strategic and tactical options through the restructuring process. In addition to the ordinary course duties of a CRO, the APS Personnel may provide the following services:

- Prepare budgets and 13-week cash forecasts and evaluate variances thereto, as required by the Debtors' lenders.

- Communicate with, and meet information needs of, the Debtors' various constituencies, including current lenders and potential DIP and/or exit lenders.

- Strengthen the Debtors' core competencies in the finance organization, particularly cash management, planning, general accounting, and financial reporting information management.

- Assist the Debtors with the financial reporting requirements, diligence, and review, attendant to a bankruptcy filing, including, but not limited to, court orders, reports and investigations, court-approved transactions, emergence, and fresh-start accounting.

- Develop the Debtors' revised business plan, and such other related forecasts as may be required by the Debtors' lenders in connection with negotiations or by the Debtors for other corporate purposes.

- Identify, implement, and monitor both short-term and long-term liquidity generating initiatives.

- Develop a short-term cash disbursement plan designed to minimize cash requirements while maintaining the efficiency of operations, sustaining vendor relationships, and minimizing the impact on the Debtors' customer base.

- Design, negotiate, and implement a restructuring strategy designed to maximize enterprise value, taking into account the unique interests of key constituencies.

- Develop short-term and long-term cash flow forecasting tools and related methodologies to support negotiations with the Debtors' stakeholders and fundraising initiatives.

- Prepare for bankruptcy and file bankruptcy petitions, coordinating and providing administrative support for the bankruptcy proceedings, the sale process, and development of the Debtors' plan of reorganization or other appropriate case resolutions, including, but not limited to, a winddown of certain of the Debtors' businesses including in a chapter 7 bankruptcy or a structured dismissal, each to the extent applicable.

- In connection with a bankruptcy, prepare (i) a disclosure statement and plan of reorganization, (ii) a liquidation analysis, (iii) statements of financial affairs and schedules of assets and liabilities, (iv) a potential preference analysis, (v) a claims analysis, (vi) monthly operating reports and other regular reporting required by the Court, (vii) diligence and other information necessary to facilitate the Company's sale process, and (viii) analysis with respect to costs, expenses, and other information related to a winddown of the Debtors' businesses.
- Coordinate with the Debtors' professionals assigned to sourcing, negotiating, and implementing any financing, including debtor-in-possession and exit financing facilities, in conjunction with the sale process, plan of reorganization, and/or the overall restructuring.
- Manage the "working group" professionals who are assisting the Debtors in the reorganization process or who are working for the Debtors' various stakeholders to improve coordination of their effort and individual work product to be consistent with the Debtors' overall restructuring goals.
- Create and communicate materials for diligence purposes and manage the flow of information to potential acquirers in connection with a potential sale of the Debtors' assets.
- Conduct eDiscovery, document review, and forensic data services required in conjunction with any document requests or other discovery.
- Assist the Debtors with such other matters as may be requested by the Debtors and are mutually agreeable.

<u>No Duplication of Services</u>

15. APS understands that the Debtors may retain additional professionals during the term of its engagement and will work cooperatively with such professionals to integrate any respective work conducted by the professionals on behalf of the Debtors. The services provided by APS will complement, and not duplicate, the services to be rendered by other professionals retained in these Chapter 11 Cases.

Fee and Expense Structure

16. APS's decision to accept this engagement is conditioned upon its ability to be retained in accordance with its customary terms and conditions of employment, compensated for its services, and reimbursed for the out-of-pocket expenses it incurs in accordance with its customary billing practices, as set forth in Schedule 1 of the Engagement Letter (the "Fee and Expense Structure").

17. APS's current standard hourly rates, subject to periodic adjustments, are as follows:

Title	Hourly Rate
Partner & Managing Director	$1,225 – $1,495
Partner	$1,200
Director	$960 – $1,125
Senior Vice President	$800 – $910
Vice President	$640 – $790
Consultant	$230 – $625

18. Effective as of July 1, 2024, APS's standard hourly rates will be as follows:

Title	Hourly Rate
Partner/ Partner & Managing Director	$1,200 – $1,495
Senior Vice President/ Director	$825 – $1,125
Vice President	$640 – $810
Consultant	$230 – $625

19. The current standard hourly rates of Mr. Braley and the APS Personnel presently working on this matter are as follows:

Interim Management

Professional	Function	Hourly Rate	Commitment Full or Part Time
Charles Braley	CRO	$1,380	Full Time

Additional Temporary Staff

Professional	Function	Hourly Rate	Commitment Full or Part Time
Chuanqi Chen	APS Personnel	$690	Full Time
David Simon	APS Personnel	$1,125	Part Time
Elizabeth Kardos	APS Personnel	$900	Part Time
Eric Koza	APS Personnel	$1,495	Part Time
Javier Zermeno	APS Personnel	$800	Full Time
Jennifer Bowes	APS Personnel	$535	Part Time
Joel Amico	APS Personnel	$1,100	Full Time
John Tutty	APS Personnel	$855	Full Time
Lauren Prohaska	APS Personnel	$525	Part Time
Loring Hill	APS Personnel	$960	Part Time

Mark Del Priore	APS Personnel	$1,100	Full Time
Richard Collura	APS Personnel	$1,320	Part Time
Richard Robbins	APS Personnel	$1,200	Full Time
Sari Rosenfeld	APS Personnel	$625	Part Time
Steve Mangal	APS Personnel	$960	Full Time

20. APS generally reviews and revises its billing rates semi-annually. Changes in applicable hourly rates will be noted on the invoices for the first time period in which the revised rates become effective.

21. To the extent the Debtors request services related to electronic discovery and data collection, certain monthly hosting fees and consulting fees will apply.

22. To the extent APS uses the services of independent contractors (the "Contractors") in these Chapter 11 Cases, APS shall: (a) pass through the cost of such Contractors to the Debtors at the same rate that APS pays the Contractors; (b) seek reimbursement for actual costs only; (c) ensure that the Contractors are subject to the same conflict checks as required for APS; and (d) file with the Court such disclosures required by Bankruptcy Rule 2014.

23. In addition to compensation for services rendered by APS Personnel, APS will seek reimbursement for reasonable and necessary expenses incurred in connection with these Chapter 11 Cases, including, but not limited to, transportation costs, lodging, and meals.

24. APS will submit monthly invoices to the Debtors, and the Debtors request authority to pay, in the ordinary course of business, all reasonable amounts invoiced by APS for fees and expenses.

25. Upon approval of the requested relief, APS will not be employed as a professional under section 327 of the Bankruptcy Code, and it will not submit fee applications pursuant to sections 330 and 331 of the Bankruptcy Code. APS will, however, file with the Court reports of compensation earned and expenses incurred on a monthly basis ("Compensation Reports"). APS may from time to time add or remove staff and, as a result, APS will also file staffing reports that will reflect the names of all full- and part-time APS Personnel involved in these Chapter 11 Cases and each individual's hourly billing rate ("Staffing Reports," and together with Compensation Reports, the "Staffing and Compensation Reports").

26. APS will provide its Staffing and Compensation Reports to: (i) the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee"), (ii) counsel to the Debtors, and (iii) counsel to the Official Committee of Unsecured Creditors (the "Committee") (the "Notice Parties"). The Notice Parties shall have fourteen days after the date each Compensation Report is served upon them to object, and the related compensation and expenses will be subject to Court review in the event an objection is filed.

27. APS often works for compensation that includes hourly-based fees and performance-based, contingent incentive compensation earned upon achieving meaningful results. Pursuant to the Engagement Letter, the Debtors and APS agree that APS may be compensated for its efforts by the payment of a completion fee (the "Completion Fee").

28. APS shall earn a Completion Fee of $1,000,000 upon the earliest to occur of any of the following: (i) completion of a restructuring through confirmation of a chapter 11 plan (which,

for avoidance of doubt, shall not include a plan of liquidation), (ii) the consummation of any material recapitalization or debt restructuring of the Debtors, or (iii) consummation of one or more transactions, in any form, that effectively transfers a significant and material portion of the business as a going concern to another entity or entities, or that results in a change in structure of the board of directors. For the avoidance of doubt, the Completion Fee shall be earned upon a sale or sales of all or substantially all the assets of the Debtors pursuant to section 363 of the Bankruptcy Code ("Sale Transaction"); *provided*, *however*, that (i) if the sale or sales of some, all, or substantially all assets of the Debtors does not result in an aggregate purchase price of in excess of the amount of "new money" debtor-in-possession financing actually funded, (ii) the Debtors' lenders elect to credit bid for such assets, or (iii) the Debtors confirm a chapter 11 plan of liquidation but do not complete any sale transaction, APS shall earn a Completion Fee of $750,000; *provided further* that if the Debtors convert these Chapter 11 Cases to chapter 7 cases prior to APS's earning of the Completion Fee, APS shall not be entitled to a Completion Fee. The Completion Fee shall be due and payable immediately when the objective or objectives determined as described above have been achieved.

29. If at any time prior to 24 months after the cessation of services performed by APS, the objective(s) described above have been achieved, whether or not the Debtors have then engaged the services of another professional or the Engagement Letter has been terminated, concluded, or completed, APS will be entitled to payment in full of the Completion Fee.

30. The Debtors understand and agree that the Completion Fee is not being pre-approved and remains subject to Court approval, however, the Completion Fee was negotiated as part of the Fee and Expense Structure.

31. APS and affiliates received a retainer in the amount of $750,000 from the Debtors (the "Retainer"). According to APS's books and records, during the 90-day period prior to the Petition Date, the Debtors paid APS and affiliates $4,105,462.12 in aggregate for professional services performed and expenses incurred, including the Retainer.

32. APS requests that any balance of the Retainer will constitute an evergreen retainer as security for post-petition services and expenses. An evergreen retainer is appropriate in these Chapter 11 Cases. First, evergreen retainer agreements reflect normal business terms in the marketplace. *See In re Insilco Techs., Inc.*, 291 B.R. 628, 634 (Bankr. D. Del. 2003) ("[I]t is not disputed that the taking of evergreen retainers is a practice now common in the marketplace . . . [T]he practice in this district has been engaged in since at least the early 1990's . . . ."). Second, APS and the Debtors are sophisticated business entities that have negotiated the Retainer at arm's length. As such, the Debtors respectfully request that approval of the proposed evergreen retainer is warranted.

33. Due to the ordinary course and unavoidable reconciliation of fees and submission of expenses immediately prior, and subsequent to, the Petition Date, APS may have incurred fees and reimbursable expenses related to the prepetition period which remain unpaid. Approval is sought from the Court for APS to apply the Retainer to these unpaid amounts. Upon entry of an order approving the relief requested herein, APS will apply the Retainer to the unpaid amounts, and the Debtors will not owe APS any sums for prepetition services.

34. The Fee and Expense Structure is consistent with and typical of compensation arrangements entered into by APS and other comparable firms that render similar services. The Debtors believe that the Fee and Expense Structure is reasonable, market-based, and designed to compensate APS fairly for its work, and to cover fixed and routine expenses.

APS's Disinterestedness

35. To the best of the Debtors' knowledge and except to the extent disclosed herein and in the Braley Declaration, APS: (a) has no connection with the Debtors, their creditors, or parties in interest, or the attorneys or accountants of the foregoing, or the U.S. Trustee or any person employed in the Office of the U.S. Trustee and (b) does not hold any interest adverse to the Debtors' estates.

36. Although the Debtors respectfully submit that the retention of APS is not governed by section 327 of the Bankruptcy Code, the Braley Declaration discloses certain connections with creditors, equity security holders, and other parties in interest in these Chapter 11 Cases. APS does not believe that any of these connections represent an interest materially adverse to the Debtors' estates or otherwise create a conflict of interest regarding the Debtors or these Chapter 11 Cases. Thereby, the Debtors submit that APS is a "disinterested person" as that term is defined by section 101(14) of the Bankruptcy Code.

37. As set forth in further detail in the Braley Declaration, APS has certain connections with creditors, equity security holders, and other parties in interest in these Chapter 11 Cases. APS does not believe that any of these connections represent an interest materially adverse to the Debtors' estates or otherwise create a conflict of interest regarding the Debtors or these Chapter 11 Cases.

38. In the event that APS learns of additional connections not reflected in the Braley Declaration, APS will use reasonable efforts to promptly file a supplemental declaration.

Indemnification

39. The Debtors are permitted to indemnify those persons serving as executive officers on the same terms as provided to the Debtors' other officers and directors under the corporate

bylaws and applicable state law, along with insurance coverage under the Debtors' directors and officers insurance policy (the "D&O Policy").

Basis for Relief

40. The Debtors seek to employ and retain APS and appoint Mr. Braley as CRO pursuant to sections 105 and 363 of the Bankruptcy Code, effective as of the Petition Date. Section 363(b) of the Bankruptcy Code permits a bankruptcy court, after notice and a hearing, to authorize a debtor to "use, sell, or lease, other than in the ordinary course of business, property of the estate." 11 U.S.C. § 363(b)(1). "In determining whether to authorize the use, sale or lease of property of the estate under this section, courts require the debtor to show that a sound business purpose justifies such actions." *In re Montgomery Ward Holding Corp.*, 242 B.R. 147, 153 (D. Del. 1999) (collecting cases); *see also In re James Phillips, Inc.*, 29 B.R. 391, 397 (relying on section 363 to allow contractor to pay prepetition claims of suppliers who were potential lien claimants because the payments were necessary for general contractors to release funds owed to debtors); *In re Ionosphere Clubs Inc.*, 98 B.R. 174, 175 (finding that a sound business justification existed to justify payment of certain prepetition wages); *In re Phoenix Steel Corp.*, 82 B.R. 334, 335–36 (Bankr. D. Del. 1987) (requiring the debtor to show a "good business reason" for a proposed transaction under section 363(b)).

41. Additionally, section 105(a) of the Bankruptcy Code provides the Court with the power to grant the relief requested herein. Section 105(a) of the Bankruptcy Code codifies a bankruptcy court's inherent equitable powers to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a).

42. The decision to retain APS and employ Mr. Braley as CRO should be authorized because it is a sound exercise of the Debtors' business judgment. As set forth above, Mr. Braley has extensive experience as a senior officer and advisor for many companies undertaking

restructuring efforts, and the APS Personnel are well-qualified and equipped to assist in CRO duties. APS and Mr. Braley, in his capacity as CRO, will provide services that are in the best interest of all parties in interest in these Chapter 11 Cases.

Notice

43. The Debtors will provide notice of this Application to: (a) the United States Trustee for the District of Delaware; (b) counsel to the Committee; (c) the office of the attorney general for each of the states in which the Debtors operate; (d) the United States Attorney's Office for the District of Delaware; (e) the Internal Revenue Service; (f) the United States Securities and Exchange Commission; (g) the United States Department of Justice; (h) the DIP Agent and counsel thereto; (i) the First Lien Credit Agreement Agent and counsel thereto; (j) the Second Lien Credit Agreement Agent and counsel thereto; (k) the First Lien Notes Agent and counsel thereto; and (l) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

44. No prior request for the relief sought herein has been made to this Court or any other court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: July 9, 2024

Vyaire Medical, Inc.
(on behalf of itself and the other Debtors)

By: *\/s/ John Bibb*
Name: John Bibb
Title: Group Chief Executive Officer