

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

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

**CERTIFICATION OF COUNSEL REGARDING JOINT STIPULATION
AUTHORIZING THE DEBTORS TO ASSUME AND ASSIGN LEASE AGREEMENT
TO SUNMED GROUP HOLDINGS, LLC (D/B/A AIRLIFE)**

The undersigned counsel to Vyaire Medical, Inc. and certain of its affiliates, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), hereby certifies as follows:

1. On June 9, 2024 (the “Petition Date”), the Debtors commenced voluntary cases under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).
2. Prior to the Petition Date, on January 11, 2018, debtor Vyaire Medical, Inc. entered into a lease agreement with Exeter 6201 Distribution, LLC, as landlord (the “Lessor”) for premises located at 6201 Global Distribution Way, Louisville, Kentucky 40228 (the “Lease”).
3. In addition, prior to the Petition Date, the Debtors entered into that certain Stock and Asset Purchase Agreement dated as of March 27, 2023 (the “SAPA”), by and between Vyaire Holding Company and SunMed Group Holdings, LLC (d/b/a AirLife) (the “Assignee”) and that

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’ proposed 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.

certain Transition Services Agreement, dated as of May 1, 2023, by and between Vyair Holding Company and the Assignee (the “TSA”). Under the TSA, the Debtors agreed to maintain the Lease on behalf of the Assignee, and the Assignee agreed to pay certain obligations and costs associated with maintaining the Lease.

4. Following the Petition Date, the Debtors, Assignee, and Lessor agreed to certain terms regarding the assumption and assignment of the Lease as more fully described in the *Joint Stipulation Authorizing the Debtors to Assume and Assign Lease Agreement to SunMed Group Holdings, LLC (d/b/a AirLife)* (the “Joint Stipulation”) attached to the *Order Approving the Joint Stipulation Authorizing the Debtors to Assume and Assign Lease Agreement to SunMed Group Holdings, LLC (d/b/a AirLife)* (the “Proposed Order”). The Proposed Order is attached hereto as **Exhibit A**.

5. The Debtors have shared the Joint Stipulation with the Office of the United States Trustee for the District of Delaware, counsel for the Official Committee of Unsecured Creditors, and counsel for the Debtors’ debtor-in-possession lenders, and such parties do not have comments or objections to entry of the Proposed Order.

6. The Debtors respectfully request that the Court enter the Proposed Order attached hereto as **Exhibit A** at its earliest convenience.

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Dated: October 17, 2024
Wilmington, Delaware

/s/ Patrick J. Reilley

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