

**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 Nos. 249, 388, 496 & 614

**NOTICE OF CLOSING OF SALE OF CERTAIN OF THE DEBTORS' VENTILATION
ASSETS TO ZOLL MEDICAL CORP.**

PLEASE TAKE NOTICE that, on June 9, 2024, each of the above-captioned debtors and certain of its subsidiaries (collectively, the “Debtors”) filed a petition with this Court under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

PLEASE TAKE FURTHER NOTICE that, on July 11, 2024, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered the *Order (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors’ Assets, (II) Authorizing the Debtors to Enter Into a Stalking Horse Agreement and Provide Bid Protections, (III) Approving the Form and Manner of Notice Thereof, (IV) Scheduling an Auction and Sale Hearing, (V) Approving Procedures for the Assumption and Assignment of Contracts, (VI) Approving the Sale of the Debtors’ Assets Free and Clear, and (VI) Granting Related Relief* [Docket No. 249] (the “Bidding Procedures Order”), authorizing the Debtors to solicit and select the highest or otherwise best offer(s) for a sale (or sales) of (a) all or substantially all of the assets or (b) one or more, or any combination of, assets of one or more Debtors.²

PLEASE TAKE FURTHER NOTICE that, on August 12-14, 2024, in accordance with the terms of the Bidding Procedures Order, the Debtors conducted an auction and upon the conclusion of the Auction, the Debtors, in the exercise of their reasonable and good-faith business judgment, selected Zoll Medical Corp. (“Zoll”) as the Successful Bidder for the Debtors’ Ventilation Assets.

PLEASE TAKE FURTHER NOTICE that, on August 15, 2024, the Debtors filed the *Notice of (I) Successful Bidder for the Sale of Certain of the Debtors' Ventilation Assets*,

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 them in the Bidding Procedures Order.

(II) Proposed Purchase Agreement in Connection Therewith, and (III) Proposed Sale Order in Connection Therewith [Docket No. 388], which attached thereto as Exhibit A the *Asset Purchase Agreement related to the Debtors' Ventilation Assets* (as may be amended or otherwise modified from time to time and including all related documents, exhibits, schedules, and agreements thereto, collectively, the "Zoll APA").

PLEASE TAKE FURTHER NOTICE that on September 4, 2024, the Court entered the *Order (A) Approving the Zoll Asset Purchase Agreement and Authorizing the Sale of Certain Ventilation Assets of the Debtors Outside the Ordinary Course of Business, (II) Authorizing the Sale of Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (III) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith, and (IV) Granting Related Relief* [Docket No. 496] (the "Zoll Sale Order") approving the sale of Debtors' Ventilation Assets to Zoll (the "Zoll Sale").

PLEASE TAKE FURTHER NOTICE that on October 9, 2024, the Debtors filed the *Notice of Filing of First Amended Assumed Contracts Exhibit in Connection with Zoll Asset Purchase Agreement* [Docket No. 614], which attached as Exhibit A an amended assumed contract list to replace and supersede Exhibit 2 to the Zoll Sale Order.

PLEASE TAKE FURTHER NOTICE that attached hereto as Exhibit 1 is the *First Amendment to Asset Purchase Agreement* as to the Zoll APA.

PLEASE TAKE FURTHER NOTICE that on, October 11, 2024, the Zoll Sale closed in accordance with the terms of the Zoll Sale Order and Zoll APA.

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Dated: October 11, 2024
Wilmington, Delaware

/s/ Patrick J. Reilley

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