

**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)
	)	
	)	Re: Docket No. 16

**CERTIFICATION OF
COUNSEL REGARDING
MOTION OF DEBTORS FOR ENTRY
OF AN 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 (VII) GRANTING RELATED RELIEF**

The undersigned proposed 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 10, 2024, the *Motion of Debtors for Entry of an 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*

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.

Hearing, (V) Approving Procedures for the Assumption and Assignment of Contracts, (VI) Approving the Sale of The Debtors' Assets Free and Clear, and (VII) Granting Related Relief [Docket No. 16] (the "Motion") was filed with the United States Bankruptcy Court for the District of Delaware (the "Court"). Attached thereto as Exhibit A was a proposed form of order granting the relief requested in the Motion (the "Proposed Order").

2. Objections, if any, to the Motion and entry of the Proposed Order were to be filed and served on the undersigned proposed counsel by July 2, 2024, at 4:00 p.m. (prevailing Eastern Time) (the "Objection Deadline"), except for the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee"), whose deadline was extended to July 5, 2024, and the Official Committee of Unsecured Creditors (the "Committee"), whose deadline was extended to July 8, 2024.

3. Prior to the Objection Deadline, Kuehne + Nagel Inc. ("K + N") filed the *Limited Objection and Reservation of Rights of Kuehne + Nagel Inc. to of Motion of Debtors for Entry of an 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 (VII) Granting Related Relief* (the "K + N Sale Objection") and counsel to Cigna Health and Life Insurance Company ("Cigna") provided the Debtors with informal comments to the Motion and Proposed Order.

4. Prior to the U.S. Trustee and Committee's respective extended Objection Deadlines, the Debtors received informal comments to the Proposed Order from the U.S. Trustee and counsel to the Committee.

5. The Debtors have not received any other objections or other informal comments to the Motion and Proposed Order.

6. The Debtors and Kuehne + Nagel Inc. agreed the K+N Sale Objection will be heard at the sale hearing on July 31, 2024, at 2:00 p.m. (prevailing Eastern Time).

7. The Debtors revised the Proposed Order to address the informal comments received from counsel to Cigna, the U.S. Trustee, and counsel to the Committee, and the parties agreed to a revised Proposed Order, a copy of which is attached hereto as **Exhibit 1** (the "**Revised Proposed Order**").

8. A blackline comparing the Revised Proposed Order against the Proposed Order is attached hereto as **Exhibit 2**.

9. The Debtors respectfully request that the Court enter the Revised Proposed Order at its earliest convenience.

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Dated: July 9, 2024
Wilmington, Delaware

/s/ Patrick J. Reilley

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