

**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 Nos. 8 & 87

**CERTIFICATION
OF COUNSEL REGARDING
MOTION OF DEBTORS FOR ENTRY
OF INTERIM AND FINAL ORDERS (I) AUTHORIZING
THE DEBTORS TO MAINTAIN AND ADMINISTER THEIR
EXISTING CUSTOMER PROGRAMS AND HONOR CERTAIN PREPETITION
OBLIGATIONS RELATED THERETO AND (II) 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 Interim and Final Orders (I) Authorizing the Debtors to Maintain and Administer their Existing Customer Programs and Honor Certain Prepetition Obligations Related Thereto and (II) Granting Related Relief* [Docket No. 8] (the “Motion”) was filed with the United States Bankruptcy Court for the District of Delaware (the “Court”). Attached thereto as Exhibit B was a proposed form of order granting the relief requested in the Motion on a final basis (the “Final Order”).

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.

2. On June 11, 2024, the Court held a hearing to consider the relief requested in the Motion on an interim basis and subsequently entered the *Interim Order (I) Authorizing the Debtors to Maintain and Administer their Existing Customer Programs and Honor Certain Prepetition Obligations Related Thereto and (II) Granting Related Relief* [Docket No. 87] (the “Interim Order”).

3. Pursuant to the Interim Order, a final hearing on the Motion was set to be held on July 9, 2024, at 10:00 a.m. (prevailing Eastern Time) and any objections or responses to entry of the Final 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 Official Committee of Unsecured Creditors (the “Committee”), whose deadline was extended to July 5, 2024.

4. Prior to the Objection Deadline, the Debtors received information comments to the Motion and proposed Final Order from counsel to the 1L Ad Hoc Group.

5. Prior to the Committee’s extended Objection Deadline, the Debtors received informal comments to the Motion and proposed Final Order from counsel to the Committee.

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

7. The Debtors revised the proposed Final Order to address the informal comments received from counsel to the 1L Ad Hoc Group and counsel to the Committee and the parties agreed to a revised Final Order, a copy of which is attached hereto as **Exhibit 1** (the “Revised Final Order”).

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

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

Dated: July 3, 2024
Wilmington, Delaware

/s/ Patrick J. Reilley

COLE SCHOTZ P.C.

Patrick J. Reilley, Esq. (No. 4451)
500 Delaware Avenue, Suite 1410
Wilmington, Delaware 19801
Telephone: (302) 652-3131
Facsimile: (302) 652-3117
Email: preilley@coleschotz.com

- and -

Michael D. Sirota, Esq. (admitted *pro hac vice*)
Warren A. Usatine, Esq (admitted *pro hac vice*)
Court Plaza North, 25 Main Street
Hackensack, New Jersey 07601
Telephone: (201) 489-3000
Facsimile: (201) 489-1536
Email: msirota@coleschotz.com
wusatine@coleschotz.com

*Proposed Co-Counsel to the Debtors
and Debtors in Possession*

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
601 Lexington Ave
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: joshua.sussberg@kirkland.com

- and -

Spencer A. Winters, P.C. (admitted *pro hac vice*)
Yusuf U. Salloum (admitted *pro hac vice*)
333 West Wolf Point Plaza
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: spencer.winters@kirkland.com
yusuf.salloum@kirkland.com

*Proposed Co-Counsel to the Debtors
and Debtors in Possession*