

**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. 14 & 91

**CERTIFICATION OF COUNSEL REGARDING
MOTION OF DEBTORS FOR ENTRY OF INTERIM AND FINAL
ORDERS (I) APPROVING NOTIFICATION AND HEARING PROCEDURES
FOR CERTAIN TRANSFERS OF AND DECLARATIONS OF WORTHLESSNESS
WITH RESPECT TO COMMON STOCK AND (II) GRANTING RELATED RELIEF**

The undersigned proposed counsel to Vyair 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) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock and (II) Granting Related Relief* [Docket No. 14] (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”).

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*

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.

(I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock and (II) Granting Related Relief [Docket No. 91] (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 7, 2024.

4. Prior to the Objection Deadline, the Debtors received information comments to the Motion and proposed Final Order from the Office of the United States Trustee for the District of Delaware (the “U.S Trustee”) and 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 the U.S. Trustee, 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 5, 2024
Wilmington, Delaware

/s/ Patrick J. Reilley

COLE SCHOTZ P.C.

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