

**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. 6 & 85

**CERTIFICATION OF COUNSEL
REGARDING MOTION OF DEBTORS FOR ENTRY
OF INTERIM AND FINAL ORDERS (I) AUTHORIZING
THE DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, OTHER
COMPENSATION, AND REIMBURSABLE EXPENSES AND (B) CONTINUE
EMPLOYEE BENEFITS PROGRAMS, 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 (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief* [Docket No. 6] (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 (I) Authorizing the Debtors*

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.

to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief [Docket No. 85] (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 an informal response to the Final Order from ACE American Insurance Company and/or any of its U.S.-based affiliates (collectively, together with each of their successors, and solely in their roles as insurers, “Chubb”) and counsel to the 1L Ad Hoc Group.

5. Prior to the Committee’s extended Objection Deadline, the Debtors received informal comments to the 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 Chubb, 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.

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