IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
VYAIRE MEDICAL, INC.,	Case No. 24-11217 (___)
Debtor.	
Tax I.D. No. 81-2596495	
In re:	Chapter 11
BIRD PRODUCTS CORPORATION,	Case No. 24-11218 (___)
Debtor.	
Tax I.D. No. 33-0069580	
In re:	Chapter 11
BREATHE US HOLDCO, INC.,	Case No. 24-11219 (___)
Debtor.	
Tax I.D. No. 92-2859526	
In re:	Chapter 11
BREATHE US HOLDINGS LP,	Case No. 24-11220 (___)
Debtor.	
Tax I.D. No. 92-2878498	
In re:	Chapter 11
EME MEDICAL, INC.,	Case No. 24-11221 (___)
Debtor.	
Tax I.D. No. 33-0894666	

In re:	Chapter 11
REVOLUTIONARY MEDICAL DEVICES, INC.,	Case No. 24-11222 (___)
Debtor.	
Tax I.D. No. 47-3285028	
In re:	Chapter 11
SENSORMEDICS CORPORATION,	Case No. 24-11223 (___)
Debtor.	
Tax I.D. No. 33-0006779	
In re:	Chapter 11
VIASYS HOLDINGS INC.,	Case No. 24-11224 (___)
Debtor.	
Tax I.D. No. 43-2055362	
In re:	Chapter 11
VM FINANCE SUB, LLC,	Case No. 24-11225 (___)
Debtor.	
Tax I.D. No. 84-3883730	
In re:	Chapter 11
VYAIRE COMPANY,	Case No. 24-11226 (___)
Debtor.	
Tax I.D. No. 32-0494861	

In re: VYAIRE FINANCE B.V., Debtor. Tax I.D. No. RSIN: 858615514	Chapter 11 Case No. 24-11227 (___)
In re: VYAIRE FINANCIAL HOLDINGS LLC, Debtor. Tax I.D. No. 84-3883575	Chapter 11 Case No. 24-11228 (___)
In re: VYAIRE HOLDING COMPANY, Debtor. Tax I.D. No. 36-4835388	Chapter 11 Case No. 24-11229 (___)
In re: VYAIRE MEDICAL 202, INC., Debtor. Tax I.D. No. 04-3505871	Chapter 11 Case No. 24-11230 (___)
In re: VYAIRE MEDICAL 203, INC., Debtor. Tax I.D. No. 33-0737273	Chapter 11 Case No. 24-11231 (___)

In re:	Chapter 11
VYAIRE MEDICAL 205, INC.,	Case No. 24-11232 (___)
Debtor.	
Tax I.D. No. 36-3994160	
In re:	Chapter 11
VYAIRE MEDICAL 206, INC.,	Case No. 24-11233 (___)
Debtor.	
Tax I.D. No. 20-3233125	
In re:	Chapter 11
VYAIRE MEDICAL 211, INC.,	Case No. 24-11234 (___)
Debtor.	
Tax I.D. No. 16-1721349	
In re:	Chapter 11
VYAIRE MEDICAL BR LLC,	Case No. 24-11235 (___)
Debtor.	
Tax I.D. No. 81-2564333	
In re:	Chapter 11
VYAIRE MEDICAL CAPITAL LLC,	Case No. 24-11236 (___)
Debtor.	
Tax I.D. No. 81-2574742	

In re:	Chapter 11
VYAIRE MEDICAL CONSUMABLES LLC,	Case No. 24-11237 (___)
Debtor.	
Tax I.D. No. 81-2588610	

In re:	Chapter 11
VYAIRE MEDICAL INTERNATIONAL LLC,	Case No. 24-11238 (___)
Debtor.	
Tax I.D. No. 81-2603646	

In re:	Chapter 11
VYAIRE MEDICAL LLC,	Case No. 24-11239 (___)
Debtor.	
Tax I.D. No. 37-1825258	

In re:	Chapter 11
VYAIRE MEDICAL PAYROLL LLC,	Case No. 24-11240 (___)
Debtor.	
Tax I.D. No. 81-2643078	

In re:	Chapter 11
VYAIRE RECEIVABLES LLC,	Case No. 24-11241 (___)
Debtor.	
Tax I.D. No. 84-3478312	

In re:	)	Chapter 11
VYAIRE RESPIRATORY DIAGNOSTICS LLC,	)	Case No. 24-11242 (___)
Debtor.	)	
Tax I.D. No. 99-0680820	)	
In re:	)	Chapter 11
VYAIRE TSR MIDCO, LLC,	)	Case No. 24-11243 (___)
Debtor.	)	
Tax I.D. No. N/A	)	
In re:	)	Chapter 11
VYAIRE TSR SUB, LLC,	)	Case No. 24-11244 (___)
Debtor.	)	
Tax I.D. No. 86-1850847	)	(Joint Administration Requested)

MOTION OF DEBTORS FOR ENTRY OF AN ORDER (I) DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF

The above-captioned debtors and debtors in possession (collectively, the "Debtors" and, each, a "Debtor") state as follows in support of this motion:[1]

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Order"), (a) directing procedural consolidation and joint administration of these chapter 11 cases, and (b) granting related relief. The Debtors request that one file and one docket

[1] A detailed description of the Debtors and their business, including the facts and circumstances giving rise to the Debtors' chapter 11 cases, is set forth in the *Declaration of John Bibb, Group Chief Executive Officer of Vyaire Medical, Inc., in Support of Chapter 11 Filing and First Day Motions* (the "First Day Declaration"), filed contemporaneously herewith and incorporated by reference herein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

be maintained for all of the jointly-administered cases under the case of Vyaire Medical, Inc. and that the cases be administered under a consolidated caption, as follows:

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
VYAIRE MEDICAL, INC, *et al.*,[1]	)	Case No. 24-11217 (___)
Debtors.	)	(Jointly Administered)

[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' proposed 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. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code (as defined below).

3. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors, other than Debtor Vyaire Medical, Inc., to reflect the joint administration of these chapter 11 cases:

> An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware directing joint administration of the chapter 11 cases of: Vyaire Medical, Inc., Case No. 24-11217; Bird Products Corporation, Case No. 24-11218; Breathe US Holdco, Inc., Case No. 24-11219; Breathe US Holdings LP, Case No. 24-11220; EME Medical, Inc., Case No. 24-11221; Revolutionary Medical Devices, Inc., Case No. 24-11222; SensorMedics Corporation, Case No. 24-11223; VIASYS Holdings Inc., Case No. 24-11224; VM Finance Sub, LLC, Case No. 24-11225; Vyaire Company, Case No. 24-11226; Vyaire Finance B.V., Case No. 24-11227; Vyaire Financial Holdings LLC, Case No. 24-11228; Vyaire Holding Company, Case No. 24-11229; Vyaire Medical 202, Inc., Case No. 24-11230; Vyaire Medical 203,

Inc., Case No. 24-11231; Vyaire Medical 205, Inc., Case No. 24-11232; Vyaire Medical 206, Inc., Case No. 24-11233; Vyaire Medical 211, Inc., Case No. 24-11234; Vyaire Medical BR LLC, Case No. 24-11235; Vyaire Medical Capital LLC, Case No. 24-11236; Vyaire Medical Consumables LLC, Case No. 24-11237; Vyaire Medical International LLC, Case No. 24-11238; Vyaire Medical LLC, Case No. 24-11239; Vyaire Medical Payroll LLC, Case No. 24-11240; Vyaire Receivables LLC, Case No. 24-11241; Vyaire Respiratory Diagnostics LLC, Case No. 24-11242; Vyaire TSR MidCo, LLC, Case No. 24-11243; and Vyaire TSR Sub, LLC, Case No. 24-11244. The docket in Case No. 24-11217 should be consulted for all matters affecting this case. All further pleadings and other papers shall be filed in and all further docket entries shall be made in the docket of Vyaire Medical Inc., Case No. 24-11217.

Jurisdiction and Venue

4. The United States District Court for the District of Delaware has jurisdiction over this matter pursuant to 28 U.S.C. §1334, which was referred to the United States Bankruptcy Court for the District of Delaware (the "Court") under 28 U.S.C. § 157 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. The Debtors confirm their consent, pursuant to rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

5. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The statutory bases for the relief requested herein are sections 105(a) and 342(c)(1) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code"), rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Local Rules 1015-1 and 9013-1(m).

Background

7. Vyaire Medical, Inc., together with its direct and indirect subsidiaries (collectively, "Vyaire" or the "Company"), is a global company focused on developing products and providing related services for the diagnosis, treatment, and monitoring of various cardiology, pulmonology, and respiratory health conditions. With a 70-year history of pioneering breathing technology, the integrated solutions offered by the Company help enable, enhance, and extend lives. Headquartered in Mettawa, Illinois, Vyaire operates approximately 27 offices and manufacturing facilities, and employs approximately 950 individuals around the world. The Company has a global reach, and Vyaire products are available in more than 100 countries. Its customers are the hospitals, health centers, and private practice facilities delivering life-enhancing products and services to patients every day.

8. On June 9, 2024 (the "Petition Date"), Vyaire Medical, Inc. and certain of its subsidiaries filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no official committees have been appointed or designated.

Basis for Relief

9. Bankruptcy Rule 1015(b) provides, in pertinent part, that "[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015. The twenty-eight Debtor entities that commenced chapter 11 cases are "affiliates" as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein.

10. Further, Local Rule 1015-1 provides additional authority for the Court to order joint administration of these chapter 11 cases:

> An order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration pursuant to Fed. R. Bankr. P. 1015, supported by an affidavit, declaration, or verification, which establishes that the joint administration of two or more cases pending in the Court under title 11 is warranted and will ease the administrative burden for the Court and the parties. An order of joint administration entered in accordance with this Local Rule may be reconsidered upon motion of any party in interest at any time. An order of joint administration under this Local Rule is for procedural purposes only and shall not cause a "substantive" consolidation of the respective debtors' estates.

Del. Bankr. L.R. 1015-1.

11. Joint administration is generally non-controversial, and courts in this district routinely order joint administration in cases with multiple related debtors. *See, e.g.*, *In re Appgate, Inc.*, No. 24 10956 (CTG) (Bankr. D. Del. May 8, 2024) (directing joint administration of chapter 11 cases); *In re Express, Inc.*, No. 24-10831 (KBO) (Bankr. D. Del. April 23, 2024) (same); *In re Sientra, Inc.*, No. 24-10245 (JTD) (Bankr. D. Del. Feb. 14, 2024) (same); *In re MVK FarmCo LLC*, No. 23-11721 (LSS) (Bankr. D. Del. Oct. 17, 2023) (same); *In re PGX Holdings, Inc.*, No. 23-10718 (CTG) (Bankr. D. Del. June 6, 2023) (same).

12. Joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor entity. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings, objections, or multiple hearings on common issues. Joint administration also will allow the United States Trustee for the District of Delaware and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

13. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this motion seeks only administrative, not substantive, consolidation of the Debtors' estates. Parties in interest will not be harmed by the relief requested; instead, parties in interest will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. Accordingly, the Debtors submit that the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

Notice

14. The Debtors will provide notice of this motion to: (a) the United States Trustee for the District of Delaware; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) the office of the attorney general for each of the states in which the Debtors operate; (d) the United States Attorney's Office for the District of Delaware; (e) the Internal Revenue Service; (f) the United States Securities and Exchange Commission; (g) counsel to the 1L Ad Hoc Group; (h) the agent of the DIP Facility and counsel thereto; (i) the agent of the First Lien Credit Agreement and counsel thereto; (j) the Second Lien Credit Agreement Agent and counsel thereto; (k) the agent of the First Lien Notes and counsel thereto; and (l) any party that has requested notice pursuant to Bankruptcy Rule 2002. As this motion is seeking "first day" relief, the Debtors will serve copies of this motion and any order entered in respect to this motion as required by Local Rule 9013-1(m). The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the Debtors request entry of the Order, substantially in the form attached hereto as **Exhibit A**, (a) granting the relief requested herein and (b) granting such other relief as the Court deems appropriate under the circumstances.

Dated: June 10, 2024
Wilmington, Delaware

/s/ Patrick J. Reilley
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