

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

VYAIRE MEDICAL, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 24-11217 (BLS)
)

) (Jointly Administered)
)

**NOTICE OF AMENDED² AGENDA OF MATTERS SCHEDULED
FOR HEARING ON AUGUST 30, 2024, AT 10:30 A.M. (PREVAILING
EASTERN TIME) BEFORE THE HONORABLE BRENDAN L. SHANNON**

**This proceeding will be conducted in person.
The hearing will be held on the 6th Floor in Courtroom No. 1.**

**Please refer to Judge Shannon's Chambers Procedures
(<https://www.deb.uscourts.gov/content/judge-brendan-l-shannon>) and
the Court's website (<http://www.deb.uscourts.gov/ecourt-appearances>)
for information on the method of allowed participation (video or audio),
Judge Shannon's expectations of remote participants, and the advance registration
requirements. Registration is required by one-hour prior to the hearing unless
otherwise noticed using the eCourtAppearances tool available on the Court's website.**

MATTER GOING FORWARD

1. 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 (Filed June 10, 2024) [Docket No. 16]

Related Document(s):

- (a) Order (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of The Debtors' Assets, (II) Authorizing The Debtors

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.

² Amendments appear in bold.

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 (Entered July 11, 2024) [Docket No. 249]

- (b) Notice of Bidding Procedures, Auction, and Sale Hearing (Filed July 11, 2024) [Docket No. 255]
- (c) First Notice to Contract Parties of Potentially Assumed and Assigned Executory Contracts and Unexpired Leases (Filed July 11, 2024) [Docket No. 256]
- (d) Notice of Extension of Certain Key Dates and Deadlines (Filed July 17, 2024) [Docket No. 263]
- (e) Second Notice of Extension of Certain Key Dates and Deadlines (Filed July 24, 2024) [Docket No. 311]
- (f) Third Notice of Extension of Certain Key Dates and Deadlines (Filed August 7, 2024) [Docket No. 353]
- (g) Notice of Auction for the Sale of the Debtors' Assets (Filed August 9, 2024) [Docket No. 371]
- (h) Notice of (I) Successful Bidder for the Sale of Certain of the Debtors' Ventilation Assets, (II) Proposed Purchase Agreement in Connection Therewith, and (III) Proposed Sale Order in Connection Therewith (Filed August 15, 2024) [Docket No. 388]
- (i) Fourth Notice of Extension of Certain Key Dates and Deadlines (Filed August 16, 2024) [Docket No. 394]
- (j) Notice of Debtors' Proposed Order (I) Approving the Zoll Asset Purchase Agreement and Authorizing the Sale of Certain Ventilation Assets of the Debtors Outside the Ordinary Course of Business, (II) Authorizing the Sale of Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (III) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith, and (IV) Granting Related Relief (Filed August 20, 2024) [Docket No. 399]
- (k) Notice of (I) Successful Bidder for the Sale of Certain of the Debtors' Respiratory Diagnostics Assets, (II) Proposed Purchase Agreement in Connection Therewith, and (III) Proposed Sale Order in Connection Therewith (Filed August 20, 2024) [Docket No. 400]

- (l) Notice of Debtors' Proposed Order (I) Approving the Trudell Asset Purchase Agreement and Authorizing the Sale of Certain Respiratory Diagnostics Assets of the Debtors Outside the Ordinary Course of Business, (II) Authorizing the Sale of Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (III) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith, and (IV) Granting Related Relief (Filed August 21, 2024) [Docket No. 401]
- (m) Declaration of Elise S. Frejka, CIPP/US, in Support of the Proposed Sale Orders (Filed August 21, 2024) [Docket No. 403]
- (n) Declaration of Charles N. Braley in Support of the Proposed Sale Orders (Filed August 21, 2024) [Docket No. 404]
- (o) Declaration of Michael Schlappig in Connection with the Proposed Sale Orders (Filed August 21, 2024) [Docket No. 405]
- (p) First Supplemental Notice to Contract Parties of Potentially Assumed and Assigned Executory Contracts and Unexpired Leases (Filed August 23, 2024) [Docket No. 462]
- (q) Notice of Debtors' Revised Proposed Order (I) Approving the Zoll Asset Purchase Agreement and Authorizing the Sale of Certain Ventilation Assets of the Debtors Outside the Ordinary Course of Business, (II) Authorizing the Sale of Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (III) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith, and (IV) Granting Related Relief (Filed August 27, 2024) [Docket No. 470]
- (r) Notice of Debtors' Revised Proposed Order (I) Approving the Trudell Asset Purchase Agreement and Authorizing the Sale of Certain Respiratory Diagnostics Assets of the Debtors Outside the Ordinary Course of Business, (II) Authorizing the Sale of Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (III) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith, and (IV) Granting Related Relief (Filed August 27, 2024) [Docket No. 471]
- (s) **Motion of Debtors for an Order Granting Leave and Permission to File a Reply in Support of the Entry of the Proposed Sale Orders (Filed August 30, 2024) [Docket No. 483]**
- (t) **Reply of Debtors in Support of Entry of the Proposed Sale Orders (Filed August 30, 2024) [Docket No. 484]**

Response(s) Received:

- (a) 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 (Filed July 2, 2024) [Docket No. 133]
- (b) Objection of The Chubb Companies to (1) First Notice to Contract Parties of Potentially Assumed and Assigned Executory Contracts and Unexpired Leases and (2) 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 (Filed July 18, 2024) [Docket No. 264]
- (c) Limited Objection to First Notice to Contract Parties of Potentially Assumed and Assigned Executory Contracts and Unexpired Leases filed by Data-Modul, Inc. (Filed July 23, 2024) [Docket No. 299]
- (d) Objection of Cigna to First Notice to Contract Parties of Potentially Assumed and Assigned Executory Contracts and Unexpired Leases (Filed July 23, 2024) [Docket No. 301]
- (e) Objection of Airgas Therapeutics, LLC to Debtors' First Notice to Contract Parties of Potentially Assumed and Assigned Executory Contracts and Unexpired Leases (Filed July 24, 2024) [Docket No. 305]
- (f) Limited Objection of Greatbatch Medical to Notice to Contract Parties of Potentially Assumed and Assigned Executory Contracts and Unexpired Leases and Procedures for the Assumption and Assignment of its Contract (Filed July 24, 2024) [Docket No. 307]
- (g) Objection of Dell-Mettawa, LLC to First Notice to Contract Parties of Potentially Assumed and Assigned Executory Contracts and Unexpired Leases (Filed July 24, 2024) [Docket No. 309]

- (h) Limited Objection of Ewald Fleet Solutions LLC to First Notice to Contract Parties of Potentially Assumed and Assigned Executory Contracts and Unexpired Leases (Filed July 24, 2024) [Docket No. 310]
- (i) Objection of Spectrum Plastics Group to the Debtors' First Notice to Contract Parties of Potentially Assumed and Assigned Executory Contracts and Unexpired Leases (Filed July 25, 2024) [Docket No. 313]
- (j) Oracle's Limited Objection to and Reservation of Rights Regarding (A) Debtors' Sale Motion and (B) Debtors' First Notice to Contract Parties of Potentially Assumed and Assigned Executory Contracts and Unexpired Leases (Filed July 25, 2024) [Docket No. 314]
- (k) Objection of Kuehne + Nagel Inc. to Debtors' First Notice to Contract Parties of Potentially Assumed and Assigned Executory Contracts and Unexpired Leases (Filed July 25, 2024) [Docket No. 315] and Notice of Filing Exhibit (Filed July 25, 2024) [Docket No. 318]
- (l) Limited Objection and Reservation of Rights of Fischer USA, Inc. to Vyaire Medical, Inc.'s First and Second Notice to Contract Parties of Potentially Assumed and Assigned Executory Contracts and Unexpired Leases (Filed August 1, 2024) [Docket No. 342]
- (m) Objection and Reservation of Rights of Kilmainham Vyaire, LLC to Proposed Cure Amounts (Filed August 1, 2024) [Docket No. 345]
- (n) Objection of Quad DBC Holdings LLC to First Notice to Contract Parties of Potentially Assumed and Assigned Executory Contracts and Unexpired Leases (Filed August 1, 2024) [Docket No. 346]
- (o) Limited Objection and Reservation of Rights of Covington & Burling LLP and Reed Smith LLP to the Proposed Sale Transaction Filed by Reed Smith LLP, Covington & Burling LLP (Filed August 2, 2024) [Docket No. 348]
- (p) Limited Objection and Reservation of Rights of Fischer USA, Inc. to Debtors' Motion 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 (Filed August 13, 2024) [Docket No. 376]
- (q) Hartford Fire Insurance Company and Hartford Insurance Company of the Midlands' Reservation of Rights and Limited Objection to the

Debtors' Successful Bidder Notice to be Filed Pursuant to the Debtors Motion 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 or 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 (Filed August 13, 2024) [Docket No. 379] and Declaration of Frances Thompson in Support of Hartford Fire Insurance Company's and Hartford Insurance Company of the Midwest's Reservation of Rights and Limited Objection to the Debtors' Successful Bidder Notice (Among Other Relief) (Filed August 15, 2024) [Docket No. 390]

- (r) Limited Objection of Cognizant to First Notice to Contract Parties of Potentially Assumed and Assigned Executory Contracts and Unexpired Leases (Filed August 22, 2024) [Docket No. 436]
- (s) Reservation of Rights of the Official Committee of Unsecured Creditors with respect to the Sale of the Debtors' Assets (Filed August 22, 2024) [Docket No. 437]
- (t) Prepetition First Lien Agent's Limited Objection to 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 (Filed August 22, 2024) [Docket No. 441]
- (u) **Supplemental Reservation of Rights and Limited Objection of the Official Committee of Unsecured Creditors with Respect to the Sale of the Debtors' Assets (Filed August 29, 2024) [Docket No. 480]**
- (v) Informal comments from Salesforce, Vestis Services, LLC f/k/a Aramark Uniform & Career Apparel LLC, Teledyne Marine/Teledyne Cable Solutions, Zensar Technologies Inc., Amazon Web Services, ProSymmetry, LLC, CEVA, SunMed, Jabil Inc., WorkDay, Concur Technologies, Sarasota Memorial Hospital, Zensar Technologies, Integer, Merchants Automotive Group, Inc. d/b/a Merchants Fleet, Global Healthcare Exchange, Morgan, Lewis & Bockius, LLP, and the Prepetition First Lien Agent.

Status: This matter is going forward. All cure objections will be continued to a hearing at a date to be determined, with all rights reserved. The Debtors have consensually resolved the objections of Kuehne + Nagel Inc., Cigna, Data-Modul, Inc., Airgas Therapeutics, LLC, Oracle, Ewald Fleet Solutions LLC, Spectrum Plastics Group, Fischer USA, Inc., Hartford Fire Insurance Company and Hartford Insurance Company of the Midwest, Cognizant, and Covington & Burling LLP, Reed Smith LLP and **Dell-Mettawa, LLC**.

Dated: August 30, 2024
Wilmington, Delaware

/s/ Patrick J. Reilley

COLE SCHOTZ P.C.

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