

**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)
	)
	) Related to Docket Nos. 215, 230
	)

**DECLARATION OF SASHA L. AZAR IN SUPPORT
OF APPLICATION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF VYAIRE MEDICAL, INC., *ET AL.*,
TO RETAIN AND EMPLOY MCDERMOTT WILL & EMERY LLP
AS COUNSEL, EFFECTIVE JUNE 28, 2024**

I, Sasha L. Azar, declare as follows:

1. I am a legal representative of Zensar Technologies, Inc., which serves as Chair of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases (the “Chapter 11 Cases”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”). I submit this declaration (the “Declaration”) in support of the Committee’s application [Docket Nos. 215, 230] (the “Application”)² to retain and employ McDermott Will & Emery LLP (“McDermott”) as counsel pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Rule 2014-1, effective as of June 28, 2024. I have reviewed and am familiar with the contents of the Application, as well as the Azman Declaration, which is attached to the Application as **Exhibit B**. Except as

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 Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

otherwise noted, I have personal knowledge as to all the information set forth below. I submit this Declaration solely in my capacity as legal representative of Zensar Technologies, Inc. and as Chair of the Committee.

2. This Declaration is provided pursuant to ¶ D.2 of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the “U.S. Trustee Guidelines”) promulgated by the Office of the United States Trustee (the “U.S. Trustee”). I am informed by McDermott that the U.S. Trustee Guidelines require that any application for employment of an attorney under sections 327 or 1103 of the Bankruptcy Code be accompanied by a verified statement from the client that addresses the following:

- a. The identity and position of the person making the verification.
- b. The steps taken by the client to ensure that the applicant’s billing rates and material terms for the engagement are comparable to the applicant’s billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.
- c. The number of firms the client interviewed.
- d. If the billing rates are not comparable to the applicant’s billing rates for other non-bankruptcy engagements and to the billing rates of other comparably skilled professionals, the circumstances warranting the retention of that firm.
- e. The procedures the client has established to supervise the applicant’s fees and expenses and to manage costs.

3. McDermott was selected by the Committee as its counsel after interviewing a series of law firms. As a representative of a member of the Committee, I was directly involved in the Committee’s decision to select McDermott as its counsel in the Chapter 11 Cases, and actively participated in negotiating the terms of McDermott’s employment together with other members of the Committee.

4. I understand that McDermott has extensive experience in and knowledge of complex chapter 11 matters, and has represented official and unofficial committees, debtors, and other primary case parties in numerous complex and prominent chapter 11 bankruptcy cases in recent years, including cases in this jurisdiction. For these reasons, the Committee believes McDermott possesses the requisite knowledge and expertise in the areas of law relevant to the Chapter 11 Cases and is well qualified to represent the Committee as its counsel.

5. I and other members of the Committee have reviewed McDermott's standard rates for bankruptcy services, as set forth in the Application. Based upon representations made to the Committee by McDermott, I understand that those rates are consistent with McDermott's rates for comparable non-bankruptcy engagements and the billing rates and terms of other comparably skilled firms for providing similar services. Based on these representations, the Committee members' experience in both the bankruptcy field and in other fields in which the Debtors operate, and the information learned through the counsel interview process, the Committee believes these rates are reasonable. Moreover, as an accommodation to the Committee, McDermott has agreed to discount the amount of its monthly invoices by an amount equal to 15% of the aggregate fees requested in each such invoice.

6. It is my understanding that McDermott will seek payment of 80% of its fees and 100% of its expenses on a monthly basis in accordance with any interim compensation order entered by the Court. The Committee intends to monitor McDermott's fees and expenses (along with those of the Committee's financial advisor, Berkeley Research Group, LLC) and to manage costs, including by reviewing all applications for compensation submitted by McDermott to ensure that McDermott's fees and costs are appropriate in scope and amount, and that there has been no unreasonable duplication by the Committee's other professionals.

7. The facts set forth in this Declaration are based upon my personal knowledge, my review of the relevant documents, information provided to me or verified by McDermott, and my personal opinion based upon my experience, knowledge, and information provided to me. I am authorized to submit this Declaration on behalf of Zensar Technologies, Inc., as Chair of the Committee, and, if called upon to testify, I would testify competently to the facts set forth herein.

8. Except as noted above, nothing contained herein is intended to limit McDermott's ability to request allowance and payment of fees and expenses pursuant to sections 330 and 331 of the Bankruptcy Code, nor to restrict McDermott's right to defend any objection raised to the allowance or payment of such fees, nor to restrict the Committee's right to retain conflicts counsel to prosecute any such fee objection to the extent it is not resolved informally by the parties.

9. Based on the foregoing, the Committee is of the opinion that it is necessary to retain and employ McDermott as its counsel, effective as of June 28, 2024, and that such retention and employment is in the best interests of the Debtors' estates.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: July 26, 2024

THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS

By: /s/ Sasha L. Azar

Sasha L. Azar, solely in my capacity as an
authorized signatory of Zensar
Technologies, Inc., the Chair of the Official
Committee of Unsecured Creditors of
Vyair Medical, Inc., *et al.*