

**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 No. 240

**CERTIFICATION OF COUNSEL REGARDING
APPLICATION OF DEBTORS FOR ENTRY OF AN ORDER (I) AUTHORIZING
THE RETENTION AND EMPLOYMENT OF PJT PARTNERS LP AS INVESTMENT
BANKER TO THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF
THE PETITION DATE, (II) WAIVING CERTAIN INFORMATION REQUIREMENTS
PURSUANT TO LOCAL RULE 2016-2, AND (III) 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 July 9, 2024, the *Application of Debtors for Entry of an Order (I) Authorizing the Retention and Employment of PJT Partners LP as Investment Banker to the Debtors and Debtors in Possession Effective as of the Petition Date, (II) Waiving Certain Information Requirements Pursuant to Local Rule 2016-2, and (III) Granting Related Relief* [Docket No. 240] (the “Application”) was filed with the United States Bankruptcy Court for the District of Delaware (the “Court”). Attached thereto as Exhibit A was a proposed form of order granting the relief requested in the Application (the “Proposed 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.

2. Pursuant to the *Notice of Application of Debtors for Entry of an Order (I) Authorizing the Retention and Employment of PJT Partners LP as Investment Banker to the Debtors and Debtors in Possession Effective as of the Petition Date, (II) Waiving Certain Information Requirements Pursuant to Local Rule 2016-2, and (III) Granting Related Relief*, objections or responses to the Application and entry of the Proposed Order were to be filed and served on the undersigned proposed counsel by July 23, 2024, at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”), except for the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”), whose deadline was extended to July 24, 2024.

3. Prior to the U.S. Trustee’s extended Objection Deadline, the Debtors received informal comments to the Application and Proposed Order from the U.S. Trustee.

4. The Debtors have not received any objections or other informal comments to the Application and Proposed Order.

5. The Debtors revised the Proposed Order to address the informal comments received from the U.S. Trustee and the parties agreed to a revised Proposed Order, a copy of which is attached hereto as **Exhibit 1**(the “Revised Proposed Order”).

6. A blackline comparing the Revised Proposed Order against the Proposed Order is attached hereto as **Exhibit 2**.

7. The Debtors respectfully request that the Court enter the Revised Proposed Order at its earliest convenience.

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Dated: July 26, 2024
Wilmington, Delaware

/s/ Patrick J. Reilley

COLE SCHOTZ P.C.

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