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 (BLS)
Debtors.	)	(Jointly Administered)

SECOND SUPPLEMENTAL DECLARATION OF SPENCER A. WINTERS IN SUPPORT OF THE APPLICATION OF DEBTORS FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF JUNE 9, 2024

I, Spencer A. Winters, being duly sworn, state the following under penalty of perjury:

1. I am the president of Spencer A. Winters, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 333 West Wolf Point Plaza, Chicago, Illinois 60654, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, "Kirkland").[2] I am one of the lead attorneys from Kirkland working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of Illinois, and I have been admitted to practice in the U.S. District Court for the Northern District of Illinois. There are no disciplinary proceedings pending against me.

2. On June 9, 2024, (the "Petition Date"), Vyaire Medical, Inc. and certain of its subsidiaries (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). On July 9, 2024, the Debtors filed an

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[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.

[2] Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Application or Prior Declarations (as defined herein), as applicable.

application to employ and retain Kirkland as counsel for the Debtors [Docket No. 236] (the "Application") pursuant to sections 327(a) and 330 of the Bankruptcy Code, rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules").

3. My declaration in support of the Application (the "Original Declaration") was attached to the Application as Exhibit B. On July 26, 2024, I submitted the *Supplemental Declaration of Spencer A. Winters in Support of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorney for the Debtors and Debtors in Possession Effective as of June 9, 2024* [Docket No. 326] (together with the Original Declaration, the "Prior Declarations") to provide additional information related to the disclosures made in the Application and the Original Declaration. On August 5, 2024, the Court entered the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 9, 2024* [Docket No. 350] (the "Retention Order").

4. In connection with the Application and the Retention Order, I submit this second supplemental declaration (the "Second Supplemental Declaration") to provide additional disclosures in accordance with rules 2014(a) and 2016(b) of the Bankruptcy Rules and as required under the Retention Order. Unless otherwise stated in this Second Supplemental Declaration, I have personal knowledge of the facts set forth herein.

Additional Disclosures

5. This Second Supplemental Declaration makes certain additional disclosures. As I stated in the Original Declaration, Kirkland has searched its electronic database of representations for connections to parties in interest in these chapter 11 cases. Consistent with this statement, Kirkland has continued to obtain information regarding all Potential Parties in Interest disclosed on Schedule 1 attached to the Original Declaration (the "PPII List").

6. Based on the conflicts searches conducted to date, to the best of my knowledge, neither I, Kirkland, nor any partner, of counsel, or associate thereof, insofar as I have been able to ascertain, has any connections with the Debtors, their creditors, or any other entities who may be parties in interest, their respective attorneys or accountants, the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee"), any person employed by the U.S. Trustee, or any person employed by the United States Bankruptcy Court for the District of Delaware, the United States District Court for the District of Delaware, or the United States Court of Appeals for the Third Circuit, except as disclosed or otherwise described herein and in the Prior Declarations.

7. As I stated in the Prior Declarations, Kirkland has searched its electronic database of representations for connections to parties in interest in these chapter 11 cases. Certain connections were disclosed in the Prior Declarations. Since the filing of the Prior Declarations, Kirkland has updated those conflicts searches and has searched additional parties in interest in these chapter 11 cases of whom Kirkland has become aware. In addition to the entities searched and disclosed in the Prior Declarations, Kirkland has searched its electronic database for the entities listed on **Schedule 1** attached hereto. The following is a list of the additional categories that Kirkland has searched:[3]

Schedule	Category
1(a)	Debtors & their Non-Debtor Affiliates
1(b)	Committee Professionals
1(c)	Landlords
1(d)	Litigation Parties & Counsel
1(e)	Material Contract Counterparties
1(f)	Potential M&A Counterparties
1(g)	Utility Providers

[3] Kirkland's inclusion of parties in the following schedules is solely to illustrate Kirkland's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

8. I have included the results of Kirkland's conflicts searches of the entities included in the above-listed categories on **Schedule 2** to this Second Supplemental Declaration.[4] In addition, Kirkland re-ran searches in its electronic database for the entities that were previously reviewed in the Prior Declarations. The results of Kirkland's conflicts searches from the entities that were re-run are listed on **Schedule 3**. All current and prior representations of the parties identified on **Schedule 2** and **Schedule 3** are in matters unrelated to the Debtors and these chapter 11 cases.

9. Generally, it is Kirkland's policy to disclose entities in the capacity that they first appear in a conflicts search. For example, if an entity already has been disclosed in the Prior Declarations in one capacity (*e.g.*, a customer), and the entity appears in a subsequent conflicts search in a different capacity (*e.g.*, a vendor), Kirkland does not disclose the same entity again in supplemental declarations unless the circumstances are such in the latter capacity that additional disclosure is required.

10. As set forth in the Prior Declarations and herein, Kirkland in the past may have represented, may currently represent, and may in the future will represent, entities that may be parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed in the Prior Declarations and herein) to the Debtors and these chapter 11 cases. None of the representations set forth on **Schedule 2** or **Schedule 3** are materially adverse to the interests of the Debtors' estates. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Kirkland is not disqualified from acting as the Debtors' counsel merely because it represents

[4] As referenced in **Schedule 2** and **Schedule 3**, the term "current" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted in the 12 months preceding the Petition Date. As referenced in **Schedule 2** and **Schedule 3**, the term "former" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted between 12 and 36 months preceding the Petition Date. As referenced in **Schedule 2** and **Schedule 3**, the term "closed" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted in the 36 months preceding the Petition Date, but for which the client representation has been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Kirkland's representation rather than its potential listing in Kirkland's conflicts search system. The list generated from Kirkland's conflicts search system is over-inclusive. As a general matter, Kirkland discloses connections with "former" or "closed" clients for whom time was posted in the last 36 months, but does not disclose connections if time was billed more than 36 months before the Petition Date.

certain of the Debtors' creditors, equity security holders, or other parties in interest in matters unrelated to these chapter 11 cases.

A. Specific Disclosures.

11. Simran Brar, a transactional associate in Kirkland's Los Angeles office, represented Ariel Investments LLC ("Ariel Investments"), the affiliate of an indirect equityholder of the Debtors, in an acquisition transaction unrelated to these chapter 11 cases from November 2023 to May 2024 while employed at a different law firm. Out of an abundance of caution, Kirkland has instituted formal screening measures, as further described in my Original Declaration, to screen Ms. Brar from all aspects of Kirkland's representation of the Debtors and, for the avoidance of doubt, Ms. Brar will not perform work in connection with Kirkland's representation of the Debtors and will not have access to confidential information related to the representation. I do not believe Ms. Brar's connection to Ariel Investments precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

12. Of the entities listed on **Schedule 3**, one counterparty that considered participation in the Debtors' sale and marketing process,[5] represented more than one percent of Kirkland's fee receipts for the twelve-month period ending on August 26, 2024.[6] Kirkland has not represented, and will not represent, this counterparty in connection with these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that any current or former representation of any of these parties precludes it from meeting the disinterestedness standard under the Bankruptcy Code.

13. Kirkland will continue to review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will use reasonable efforts

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5 As noted in paragraph 39 of the Original Declaration, due to the inherently competitive nature of this process, it is imperative that the identities of these potential counterparties remain confidential. The Debtors have disclosed to the U.S. Trustee the identities of the potential counterparties and Kirkland's connections to such potential counterparties.

6 Specific percentages will be disclosed to the U.S. Trustee upon request.

to identify such further developments and will promptly file an additional supplemental declaration, as required by Bankruptcy Rule 2014(a).

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

Dated: October 3, 2024

Respectfully submitted,

/s/ Spencer A. Winters

Spencer A. Winters
as President of Spencer A. Winters, P.C.,
as Partner of Kirkland & Ellis LLP and
as Partner of Kirkland & Ellis International LLP

SCHEDULE 1

List of Schedules

Schedule	Category
1(a)	Debtors & their Non-Debtor Affiliates
1(b)	Committee Professionals
1(c)	Landlords
1(d)	Litigation Parties & Counsel
1(e)	Material Contract Counterparties
1(f)	Potential M&A Counterparties
1(g)	Utility Providers

SCHEDULE 1(a)

Debtors & their Non-Debtor Affiliates

Vyaire Finance Sub LLC (US)
Vyaire Finance Sub LLC (US)
Vyaire Limited Liability Company (Russia)
Vyaire Medical Products (Shanghai) Co. (Beijing Branch)

SCHEDULE 1(b)

Committee Professionals

BRG Capital Advisors LLC

SCHEDULE 1(c)

Landlords

Chineham Park Inc.
Yurbal Real Estate BV

SCHEDULE 1(d)

Litigation Parties & Counsel

Bernstein & Bernstein, Attorneys at Law
CMM Supplies & Services SAL
Halio & Halio PA
Jones Walker LLP
K&L Gates LLP
Morgan & Morgan Group

SCHEDULE 1(e)

Material Contract Counterparties

Alexander Group Inc., The

SCHEDULE 1(f)

Potential M&A Counterparties

Confidential
Confidential
Confidential
Confidential
Confidential
Confidential
Confidential
Confidential
Confidential
Confidential
Confidential
Confidential
Confidential
Confidential
Confidential
Confidential
Confidential

SCHEDULE 1(g)

Utility Providers

California, State of, State Water Resources Control Board – Water Boards
Nalco Co. LLC
Palm Desert Disposal Service Inc.

SCHEDULE 2

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
BRG Capital Advisors LLC	Berkeley Research Group Holdings LLC	Current
	Berkeley Research Group, LLC	Current

SCHEDULE 3

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Ares Management LLC	Ares IDF Management LLC	Current
Ascension Health Resource & Supply Management Group LLC	Ascension Health	Current
Ascension Providence Hospital	Ascension Health - IS Inc.	Current
	Ascension Health Resource and Supply Management Group LLC	Current
	Ascension Health Senior Care	Current
	Ascension Michigan	Current
	Ascension Saint Joseph	Current
	Ascension Technologies	Current
	Ascension Via Christi Hospital Pittsburg Inc.	Current
	Saint Thomas Health	Current
Medline Industries Inc.	Carlyle Investment Management LLC	Current
Hartford Financial Services Group Inc., The	The Hartford Financial Services Group	Current
Principal Funds Inc Diversified Real Asset Fund	Principal U.S. Property Fund	Current
UBS AG Stamford Branch	UBS AG	Current
Zayo Group LLC	Zayo Brazil Holdings Ltda.	Current
	Zayo Canada Inc.	Current
	Zayo Corporate UK Ltd.	Current
	Zayo Global Reach LLC	Current
	Zayo Group (HK) Ltd.	Current
	Zayo Group Australia Pty. Ltd.	Current
	Zayo Group France SAS	Current
	Zayo Group Holdings Inc.	Current
	Zayo Group International Ltd.	Current
	Zayo Group Latin America LLC	Current
	Zayo Group LLC	Current
	Zayo Group South Africa (Pty) Ltd.	Current
	Zayo Group UK Ltd.	Current
	Zayo Guarantor LLC	Current
	Zayo Infraestrutura Brazil Ltda.	Current
	Zayo Infrastructure Belgium NV	Current
	Zayo Infrastructure Bulgaria EOOD	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Zayo Infrastructure Denmark ApS	Current
	Zayo Infrastructure Deutschland GmbH	Current
	Zayo Infrastructure France SA	Current
	Zayo Infrastructure Holdco LLC	Current
	Zayo Infrastructure Ireland Ltd.	Current
	Zayo Infrastructure México S de RL de CV	Current
	Zayo Infrastructure Nederland BV	Current
	Zayo Infrastructure Spain SL	Current
	Zayo Infrastructure Sweden AB	Current
	Zayo Infrastructure Switzerland AG	Current
	Zayo Issuer LLC	Current
	Zayo Italy SRL	Current
	Zayo Japan KK	Current
	Zayo Northeast LLC	Current
	Zayo Professional Services LLC	Current
	Zayo Singapore Pte. Ltd.	Current
[Confidential]	[Confidential]	[Confidential]
[Confidential]	[Confidential]	[Confidential]
[Confidential]	[Confidential]	[Confidential]
[Confidential]	[Confidential]	[Confidential]
[Confidential]	[Confidential]	[Confidential]
[Confidential]	[Confidential]	[Confidential]