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)
	)	
	)	**Related to Docket Nos. 215, 217, 230, 321, 322**

SUPPLEMENTAL DECLARATION OF DARREN AZMAN 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, Darren Azman, declare as follows:

1. I am a partner of the firm of McDermott Will & Emery LLP ("McDermott" or the "Firm"). McDermott maintains offices at, among other places, One Vanderbilt Avenue, New York, New York 10017, and The Brandywine Building, 1000 N. West Street, Suite 1400, Wilmington, Delaware 19801. I am a member in good standing of the Bars of the States of New York and Massachusetts, and I have been admitted to practice in the U.S. Courts of Appeals for the Second and Third Circuits, and the U.S. District Courts for the District of Massachusetts and the Eastern and Southern Districts of New York. There are no disciplinary proceedings pending against me.

2. On July 9, 2024, I submitted a declaration [Docket Nos. 215-3, 230-3] (the "Azman Declaration") in support of the *Application of the Official Committee of Unsecured*

[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.

Creditors of Vyaire Medical, Inc., et al., to Retain and Employ McDermott Will & Emery LLP as Counsel, Effective June 28, 2024 [Docket Nos. 215, 230] (the "Application").[2]

3. I submit this supplemental declaration (the "Supplemental Declaration") in further support of the Application and in response to certain informal comments received from the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") regarding the Application. Unless otherwise stated, the facts set forth in this Supplemental Declaration are based upon my personal knowledge, discussions with other McDermott attorneys, and the Firm's client/matter records that were reviewed by me or other McDermott attorneys acting under my supervision and direction.

4. As described in paragraph 7 of the Azman Declaration, McDermott represents Apax Partners, L.P. and certain of its affiliates (collectively, "Apax"), the Debtors' equity sponsor, in connection with matters unrelated to the Debtors or these Chapter 11 Cases. McDermott has conflict waivers from the Apax entities for which McDermott provides legal services, including with respect to litigation matters. As such, to the extent necessary, McDermott could bring a cause of action against Apax in these cases. Moreover, McDermott is not restricted in any way from objecting to (a) the Debtors' retention applications on the basis that a firm's connections to Apax give rise to a conflict; (b) bid procedures or a section 363 sale in which Apax is a bidder for the Debtors' assets; and/or (c) Apax's treatment (including any releases) in a chapter 11 plan, nor is McDermott restricted in any way from advising the Committee with respect to these matters.

5. As described in paragraph 9 of the Azman declaration, McDermott served as special regulatory counsel to Vyaire Medical, Inc. ("Vyaire") in connection with the Debtors'

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[2] Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

2023 sale of their consumables business to SunMed Group Holdings, LLC. McDermott is not aware of any outstanding claims or issues between the Debtors and SunMed relating to the consumables sale.

6. As described in paragraph 10 of the Azman declaration, McDermott provided about five hours of regulatory advice to Vyaire in March 2024. As is common when a firm represents a sponsor like Apax, McDermott performed these services for Vyaire pursuant to McDermott's engagement letter with Apax Partners, L.P., rather than pursuant to an engagement letter with Vyaire itself. As such, Apax (rather than Vyaire) was billed for and was responsible for payment of these services. McDermott is not a creditor of Vyaire, nor is McDermott listed as a creditor in Vyaire's schedules [Docket No. 186]. Moreover, there were no payments to McDermott by Vyaire in the 90 days prior to the bankruptcy filing, nor are any such payments reflected on Vyaire's statement of financial affairs [Docket No. 214].

7. Schedule 2 to the Azman declaration discloses McDermott's connections to various parties in interest in these cases. Except with respect to Apax, none of these connections, including McDermott's representation of independent director Brett Wise, are related to the Debtors or the Chapter 11 Cases.

8. As noted in paragraph 13 of the Azman Declaration, at the inception of each engagement for which a declaration is required under Bankruptcy Rule 2014, McDermott reviews the information relating to the parties involved in a bankruptcy case to determine whether any such party, together with its known related entities, were clients of McDermott and, as a result, made payments to McDermott for services rendered in the calendar year prior to the date of review that in the aggregate for each such party exceed one percent of McDermott's total

revenues for such calendar year. McDermott performs this same analysis for parties that are identified during a bankruptcy case as parties in interest.

9. McDermott recently has become aware that [redacted] is a potential bidder in the Debtors' sale process. McDermott represents [redacted]. McDermott's revenues for services rendered to [redacted] aggregated more than one percent of McDermott's annual revenue [redacted]. McDermott has not advised [redacted] with respect to the Debtors or the Chapter 11 Cases, and will not do so during the pendency of the Chapter 11 Cases.

10. To the extent that McDermott discovers any new information bearing on its retention or needs to update the information disclosed herein, McDermott will disclose such information by filing a supplemental declaration in accordance with Bankruptcy Rule 2014.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: July 26, 2024

By: */s/ Darren Azman*
Darren Azman
Partner
McDermott Will & Emery LLP