Exhibit A

Proposed Order

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)
	)	**Re: Docket No. ____**

ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF COLE SCHOTZ P.C. AS DELAWARE CO-COUNSEL FOR THE DEBTORS EFFECTIVE AS OF THE PETITION DATE

Upon consideration of the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Cole Schotz P.C. as Delaware Co-Counsel for the Debtors Effective as of the Petition Date* (the "Application");[2] and the Court having reviewed the Application, the Reilley Declaration and the Bibb Declaration submitted in support thereof; and the Court being satisfied, based on the representations made in the Application and the Reilley Declaration, that Cole Schotz is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code and does not hold or represent an interest adverse to the Debtors' estates; and the United States District Court for the District of Delaware having jurisdiction to consider this Application under 28 U.S.C. § 1334, which was referred to this Court under 28 U.S.C. § 157 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and the matter being a core

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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 meanings ascribed to such terms in the Application.

proceeding within the meaning of 28 U.S.C. § 157(b)(2); and the Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of this proceeding and the Application being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Application having been given under the particular circumstances; and it appearing that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.

2. The Debtors are authorized to retain and employ Cole Schotz as their Delaware co-counsel in these Chapter 11 Cases effective as of the Petition Date pursuant to section 327(a) of the Bankruptcy Code in accordance with the terms and conditions set forth in the Application.

3. Cole Schotz shall apply for compensation earned for professional services rendered and reimbursement of expenses incurred in connection with these Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and the applicable provisions of the Bankruptcy Rules, the Local Rules and any other applicable procedures and orders of the Court.

4. The Retainer shall be held by Cole Schotz as security throughout the bankruptcy cases until Cole Schotz's fees and expenses are awarded by final order and payable to Cole Schotz.

5. Cole Schotz shall make a reasonable effort (taking into account the particular facts and circumstances of these Chapter 11 Cases) to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in 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 "Revised UST Guidelines") in connection with any interim or final fee applications to be filed by Cole Schotz in these Chapter 11 Cases.

6. Consistent with the Revised UST Guidelines, Cole Schotz shall provide ten (10) business days' notice to the Debtors, the U.S. Trustee and counsel for the Official Committee of Unsecured Creditors before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

7. The Debtors and Cole Schotz are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

8. To the extent that there may be any inconsistency among the terms of the Application, the Reilley Declaration and this Order, the provisions of this Order shall govern.

9. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. The Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Order.

Exhibit B

Reilley Declaration

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)

DECLARATION OF
PATRICK J. REILLEY IN SUPPORT OF DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF COLE SCHOTZ P.C. AS DELAWARE CO-COUNSEL FOR THE DEBTORS EFFECTIVE AS OF THE PETITION DATE

I, Patrick J. Reilley, hereby declare under penalty of perjury, as follows:

1. I am a Member of the law firm of Cole Schotz P.C. ("Cole Schotz" or the "Firm"), which maintains offices for the practice of law at 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801. The Firm also maintains offices in Boca Raton, Florida; Baltimore, Maryland; Hackensack, New Jersey; New York, New York; and Dallas, Texas.

2. This declaration (the "Declaration") is submitted in accordance with sections 327(a), 329 and 1107 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016 and Local Rules 2014-1 and 2016-1 in support of the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Cole Schotz P.C. as Delaware Co-Counsel for the Debtors Effective as of the Petition Date* (the "Application").[2]

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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 and not otherwise defined herein have the meanings ascribed to such terms in the Application.

3. Unless otherwise stated in this Declaration, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires supplementation, amendment or modification upon Cole Schotz's completion of further analysis or as additional information becomes available to it, a supplemental declaration will be filed with the Court.

COLE SCHOTZ'S QUALIFICATIONS

4. Since its retention, Cole Schotz has familiarized itself with the Debtors and potential legal issues that may arise in the context of these Chapter 11 Cases. As a result, Cole Schotz has the necessary background and knowledge to represent the Debtors in these Chapter 11 Cases in an effective and efficient manner.

SCOPE OF COLE SCHOTZ'S PROPOSED SERVICES

5. It is proposed that Cole Schotz be employed by the Debtors to render the following services:

(a) provide legal advice with respect to the Debtors' powers and duties as debtors in possession;

(b) provide legal advice with respect to the Local Rules and local practices and procedures;

(c) take all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved and the preparation of objections to claims filed against the Debtors' estates;

(d) prepare and/or review and comment, on behalf of the Debtors, as debtors in possession, on all necessary motions, applications, answers, orders, reports and other papers in connection with the administration of the Debtors' estates;

(e) advise the Debtors concerning and prepare and/or review responses to applications, motions, other pleadings, notices and other papers that may be filed by the Debtors and other parties in these Chapter 11 Cases;

(f) prepare notices of agenda, certificates of no objections, certifications of counsel, and notices of motions, applications and hearings;

(g) attend meetings and negotiate with representatives of creditors and other parties in interest, appear at Court hearings and advise the Debtors on the conduct of these Chapter 11 Cases;

(h) take all necessary actions in connection with any chapter 11 plan of reorganization and related disclosure statement, as each may be amended from time to time, and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates and the implementation of any such documents;

(i) monitor the docket for filing deadlines and hearing dates, maintain a critical dates calendar and coordinate with co-counsel on pending matters;

(j) serve as conflicts counsel on certain matters where needed and as the same may arise during the course of these Chapter 11 Cases; and

(k) perform all other necessary legal services in connection with the prosecution of these Chapter 11 Cases.

PROFESSIONAL COMPENSATION

6. Cole Schotz intends to apply to the Court for allowance of compensation earned for professional services rendered and reimbursement of actual and necessary expenses incurred in connection with these Chapter 11 Cases in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any other applicable procedures and orders of the Court. The Cole Schotz attorneys and paralegals primarily responsible for representing the Debtors and their current standard hourly rates are:[3]

Name	**Title**	**Hourly Rate**
Patrick J. Reilley	Member	$805 per hour
Stacy L. Newman	Member	$725 per hour
Michael E. Fitzpatrick	Associate	$500 per hour
Melissa M. Hartlipp	Associate	$385 per hour
Larry S. Morton	Paralegal	$380 per hour

[3] Cole Schotz generally increases its rates on or about September 1 of each year.

7. In addition, other attorneys, paralegals and other professionals may be involved as necessary and appropriate to represent the Debtors. The current rates of Cole Schotz members, special counsel, associates, paralegals and litigation support specialists are as follows:

Members	$550 to $1,475 per hour
Special Counsel	$620 to $750 per hour
Associates	$350 to $600 per hour
Paralegals	$260 to $440 per hour
Litigation Support Specialists	$405 to $510 per hour

8. The hourly rates set forth above are the Firm's standard hourly rates. These rates are set at a level designed to compensate fairly the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Cole Schotz has informed the Debtors that its hourly rates are subject to periodic adjustments to reflect economic and other conditions and to reflect the professionals' increased expertise and experience in their area of law.

9. In addition, it is Cole Schotz's policy to charge its clients in all areas of practice for all other expenses incurred related to the representation. The expenses charged to clients include, among other things, facsimile (outgoing only), toll and other charges, external teleconferencing, mail and express mail charges, special or hand delivery charges, photocopying, scanning and printing charges, travel expenses, expenses for "working meals," computerized research, transcription costs and non-ordinary overhead expenses such as secretarial and other overtime. Cole Schotz will charge for these expenses in a manner and at rates consistent with charges made generally to its other clients.

COLE SCHOTZ'S DISINTERESTEDNESS

10. In connection with its proposed retention by the Debtors in these Chapter 11 Cases, Cole Schotz conducted a search of its conflicts database with respect to the Debtors and a list of potential parties in interest in these Chapter 11 Cases compiled by the Debtors and their proposed

professionals (collectively, the "Potential Parties in Interest"). The Potential Parties in Interest and the results of Cole Schotz's conflicts search are set forth on Schedule 1 and Schedule 2[4] attached hereto, respectively.

11. To the extent Cole Schotz's search of its internal conflicts database indicated that Cole Schotz has, or previously had, a relationship with any of the Potential Parties in Interest during the three (3) calendar year period preceding the Petition Date, the identities of such parties and Cole Schotz's relationships with such parties are set forth in Schedule 2 annexed hereto. Further, each of the representations identified on Schedule 2 is wholly unrelated to the Debtors and these Chapter 11 Cases.

12. Through its analysis, Cole Schotz determined that it has no connections with the Debtors, creditors of the Debtors, their respective attorneys and accountants, the U.S. Trustee or any person employed in the Office of the U.S. Trustee during the three-calendar-year period preceding the Petition Date, except as set forth herein and on Schedule 2 attached hereto.

13. Further, as part of its diverse practice, Cole Schotz appears in numerous cases, proceedings and transactions involving many different professionals, including other attorneys, accountants, financial consultants and investment bankers, some of whom are or represent Potential Parties in Interest in these Chapter 11 Cases. Cole Schotz does not, and will not, represent any such professional in these Chapter 11 Cases.

14. Based on the results of Cole Schotz's analysis, and except as otherwise disclosed herein, Cole Schotz (i) does not represent any entity having an adverse interest in connection with these Chapter 11 Cases and (ii) does not represent or hold an interest adverse to the interest of the Debtors or their estates.

[4] Schedule 2 lists entities that Cole Schotz either currently represents or formerly represented on matters unrelated to these Chapter 11 Cases in the last three (3) calendar years.

15. To the best of my knowledge, information and belief, after reasonable inquiry, Cole Schotz is disinterested within the meaning of section 101(14) of the Bankruptcy Code in that neither I, Cole Schotz nor any of its members, special counsel or associates: (a) are creditors, equity security holders or insiders of the Debtors; (b) are, or within two years before the Petition Date were, a director, officer or employee of the Debtors; or (c) have an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with or interest in the Debtors or for any other reason.

16. Despite the substantial efforts described above to identify and disclose potential conflicts and connections with parties in interest in these cases, in light of the significant number of creditors and other parties in interest in these Chapter 11 Cases, neither I nor Cole Schotz is able to conclusively identify all potential relationships or state with absolute certainty that every client representation or other connection of Cole Schotz has been disclosed. To the extent Cole Schotz discovers any facts or additional information during the period of Cole Schotz's retention that requires disclosure, Cole Schotz will file with the Court a supplement to this Declaration to disclose such information.

COMPENSATION RECEIVED BY COLE SCHOTZ FROM THE DEBTORS

17. Cole Schotz was retained by the Debtors in connection with the preparation and filing of these Chapter 11 Cases. Prior to the Petition Date, Cole Schotz received retainers and payments totaling $1,482,829.10 from the Debtors. To date, $1,143,797.85 in fees and expenses have been applied to outstanding balances existing as of the Petition Date. The remaining $339,031.25 constitutes a retainer (the "Retainer") for Cole Schotz's post-petition services. The Debtors do not currently owe Cole Schotz any amounts for legal services rendered prior to the Petition Date.

18. A retainer is appropriate here. As this Court noted in *In re Insilco Techs., Inc.*, 291 B.R. 628, 634 (Bankr. D. Del. 2003), courts apply a "reasonableness" standard to determine whether the terms and conditions of a retention application, including retainers, are appropriate. Key factors include:

(1) whether terms of an engagement agreement reflect normal business terms in the marketplace;

(2) relationship between debtor and professional, i.e., whether parties are sophisticated business entities with equal bargaining power who engaged in arms-length negotiation;

(3) whether the retention, as proposed, is in best interests of the estate;

(4) whether there is creditor opposition to retention and retainer provisions; and

(5) whether, given the size, circumstances and posture of the case, the amount of the retainer is itself reasonable, including whether the retainer provides appropriate level of "risk minimization," especially in light of the existence of any other risk-minimizing devices such as administrative order and/or carve-out.

19. The Debtors submit that the proposed Retainer is "reasonable" under the factors articulated in *Insilco*. First, retainer agreements reflect normal business terms in the marketplace. *See id.* (noting that "it is not disputed that the taking of evergreen retainers is a practice now common in the market place. . . [and] the practice in this district has been engaged in since at least the early 1990's"). Second, Cole Schotz and the Debtors are sophisticated business entities that have negotiated the Retainer at arm's length. Third, approval of the proposed Retainer is in the best interests of the estates, as it enables the Debtors to maintain the relationship with the Firm they established pre-petition. Fourth, the Debtors are not aware of any creditor opposition to the retention or proposed Retainer. Fifth, the Retainer protects Cole Schotz against the risk of non-payment and is reasonable given the size and circumstances of these cases. Therefore, approval of the proposed Retainer is warranted under the standards articulated in *Insilco*.

20. Pursuant to Bankruptcy Rule 2016(b), Cole Schotz has neither shared nor agreed to share (a) any compensation it has received or may receive in connection with these Chapter 11 Cases with another party or person, other than with the employees of Cole Schotz or (b) any compensation another person or party has received or may receive in connection with these Chapter 11 Cases.

ATTORNEY STATEMENT PURSUANT TO REVISED UST GUIDELINES

21. Cole Schotz shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules and any other applicable procedures and orders of the Court. Cole Schotz also intends to make a reasonable effort (taking into account the particular facts and circumstances of these Chapter 11 Cases) to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in 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 "Revised UST Guidelines"), both in connection with this Application and with the interim and final fee applications to be filed by Cole Schotz in these Chapter 11 Cases. While Cole Schotz is agreeing to do so in these cases, this statement regarding the Revised UST Guidelines is made for these cases only and with a full and express reservation of rights with respect to any other cases and matters.

22. The following is provided in response to the request for additional information set forth in Paragraph D.1. of the Revised UST Guidelines:

Question	Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?
Response	No. Cole Schotz professionals working on this matter will bill at Cole Schotz's standard hourly rates.

Question	Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?
Response	No.
Question	If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.
Response	As set forth above, Cole Schotz will bill at its standard hourly rates, with all fees and expenses being subject to approval of the Court, subsequent to the commencement of these Chapter 11 Cases.
Question	Has your client approved your prospective budget and staffing plan, and, if so for what budget period?
Response	The Debtors and their professionals are currently in the process of formulating a detailed budget that is consistent with the form of budget attached as Exhibit C-1 to the Revised UST Guidelines, recognizing that in the course of a case like these Chapter 11 Cases, it is highly likely that there may be a number of unforeseen fees and expenses that will need to be addressed by the Debtors and their professionals.

23. Cole Schotz, as proposed counsel to the Debtors, will report directly to the Debtors.

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

Dated: July 9, 2024
Wilmington, Delaware

Respectfully Submitted,

/s/ Patrick J. Reilley
Patrick J. Reilley
Cole Schotz P.C.

SCHEDULE 1

List of Schedules

Schedule	**Category**
1(a)	Debtors and their Non-Debtor Affiliates
1(b)	Current and Recent Former Directors and Officers
1(c)	Shareholders
1(d)	Bankruptcy Professionals
1(e)	Cash Management Banks
1(f)	Insurers
1(g)	Landlords
1(h)	Lender Counsel and Advisors
1(i)	Lenders and Agents
1(j)	Litigation Parties and Counsel
1(k)	Material Contract Counterparties
1(l)	Ordinary Course Professionals
1(m)	Potential M&A Counterparties
1(n)	Taxing Authorities
1(o)	Committee Professionals
1(p)	Committee Members
1(q)	U.S. Trustee Personnel, Bankruptcy Judges, & Court Contacts for the United States Bankruptcy Court for the District of Delaware (and key staff members)
1(r)	Utility Providers

SCHEDULE 1(a)

Debtors & their Non-Debtor Affiliates

Acutronic Medical Systems AG
Advanced Respiratory Care AG
Apax VIII Fund
Ariel EquityCo GP LLC
Ariel EquityCo LP
Bird Products Corp.
Breathe US Holdco Inc.
Breathe US Holdings LP
Carefusion UK 232 Ltd.
Carefusion UK 235 Ltd.
EME Medical Inc.
imtmedical AG
imtmedical Pte. Ltd.
Intermed Equipamento Medico Hospitalar Ltda.
MIM Medizinische Instrumente und Monitoring Gmbh
RBW Investment Gmbh & Co. Kg
Revolutionary Medical Devices Inc.
SensorMedics Corp.
Serviços De Assistencia Tecnica A Equipamento Medico Hospitalar Ltda.
Trout, Mary
Viasys Holdings Inc.
VM Finance Sub LLC
Vyaire BV
Vyaire Co.
Vyaire DMCC
Vyaire Finance BV
Vyaire Finance Sub, LLC (US)
Vyaire Financial Holdings LLC
Vyaire GmbH
Vyaire Holding Co.
Vyaire Intermediate HoldCo GP LLC
Vyaire Intermediate HoldCo LP
Vyaire Limited Liability Company (Russia)
Vyaire Medical 202 Inc.
Vyaire Medical 203 Inc.
Vyaire Medical 205 Inc.
Vyaire Medical 206 Inc.
Vyaire Medical 211 Inc.
Vyaire Medical AB
Vyaire Medical BR LLC
Vyaire Medical BV
Vyaire Medical Capital LLC
Vyaire Medical Consumables LLC
Vyaire Medical Cooperatief UA
Vyaire Medical Denmark
Vyaire Medical GmbH
Vyaire Medical Holdings BV
Vyaire Medical, Inc.
Vyaire Medical International BV
Vyaire Medical International LLC
Vyaire Medical Korea Ltd.
Vyaire Medical LLC
Vyaire Medical Payroll LLC
Vyaire Medical Private Ltd.
Vyaire Medical Products (Shanghai) Co., Ltd. (Beijing Branch)
Vyaire Medical Products (Shanghai) Co., (China)
Vyaire Medical Products Ltd.
Vyaire Medical Products Ltd. (Spolka Z Ograniczonaodpowiedzialniscia)
Vyaire Medical Products ULC
Vyaire Medical Pte. Ltd.
Vyaire Medical Pty Ltd.
Vyaire Medical Sarl
Vyaire Medical Sdn. Bhd.
Vyaire Medical Srl
Vyaire Receivables LLC
Vyaire Respiratory Diagnostics LLC
Vyaire SRL
Vyaire TSR Midco LLC
Vyaire TSR Sub, LLC
Vyaire Turkey Tibbi Cihazlar Ticaret Anonim Şirketi
Vyaire UK 236 Ltd.

SCHEDULE 1(b)

Current & Recent Former Directors & Officers

Aebischer, Thomas
Alisjahbana, Anna Mardiana
Aronzon, Paul
Bajaj, Vikram
Barse, David
Bibb, John
Brown, Kira
Carpaij, Jasper
Contreras, Kim
Dewa, Siti Junainah Binti
Dyson, Steven
Elwood, John
Ernst, Tom
Ferreira, Marcelo Tadeu Fontinha
Gopal, Ajay
Ha, Phung Minh
Johnson, June
Kothmann, Cally
Labrum, Ronald
Lisenby, Rachel
McDaniel, Terrie
MacKenzie, Roy
Minh Ha, Phung
Noll, Tammy
Silberstein, Martin Fritz
Talwar, Saurabh
Tamas, Stephan
Throp, Nicholas William
Trout, Mary
Tue, Chris
van Kampen, Gijsbert
Wise, Bret

SCHEDULE 1(c)

Shareholders

Apax Global Alpha Ltd.
Apax Partners LLP
Apax VIII Fund

SCHEDULE 1(d)

Bankruptcy Professionals

AlixPartners LLP
Cole Schotz PC
Omni Agent Solutions Inc.
PJT Partners Inc.

SCHEDULE 1(e)

Cash Management Banks

Bank Commerciale Italiana Parma
Bank of America
Barclays UK Investments Ltd.
Deutsche Bank AG
Handlesbanken plc
Hypo Vereinsbank
JPMorgan Chase Bank NA
UBS AG
Wilmington Trust Corp.

SCHEDULE 1(f)

Insurers

American International Group Inc.
AXIS Insurance Co.
Berkshire Hathaway Specialty Insurance Co.
Chubb Ltd.
The Hartford Financial Services Group Inc.
Hartford Fire Insurance Co.
Marsh USA, Inc.
Midvale Indemnity Co. (Bowhead)
Old Republic Professional Liability Inc.

SCHEDULE 1(g)

Landlords

Aviemore Chineham Park No. 1 Ltd.
Aviemore Chineham Park No. 2 Ltd.
Chineham Park
Dell Realty Co.
Exeter 6201 Global Distribution LLC
The Irvine Co., LLC
Kilmainham Vyaire LLC
TICIC SUB LLC
Yurbal Real Estate BV

SCHEDULE 1(h)

Lender Counsel & Advisors

ArentFox Schiff LLP
Ashby & Geddes PA
Gibson Dunn & Crutcher LLP
Haynes & Boone LLP
Houlihan Lokey Inc.
Morris James LLP
Pachulski Stang Ziehl & Jones LLP
Paul Weiss Rifkind Wharton & Garrison LLP
Rothschild & Co.
Seward & Kissel LLP

SCHEDULE 1(i)

Lenders & Agents

ACM ASOF VII Cayman Holdco LP
ACM ASOF VIII Secondary C LP
AlbaCore Capital LLP
AlbaCore Investment Opportunities LP
AlbaCore Liquid Income Designated Activity Co.
AlbaCore Partners II Investment Holdings D Designated Activity Co.
AlbaCore Partners III Investment Holdings Fin III Designated Activity Co.
Alcentra Ltd.
Alcentra NY LLC
Apax Global Alpha Limited
Apax Partners LLP
Ares Management LLC
ASG Merkel I SARL
Atalaya Capital Management LP
Balta Investments Designated Activity Co.
Bank of America Corp.
Bardin Hill Investment Partners
BDCA SLF Funding LLC
Benefit Street Partners Capital Opportunity Fund II SPV 1 LP
Benefit Street Partners Capital Opportunity Fund SPV LLC
Benefit Street Partners CLO II Ltd.
Benefit Street Partners CLO III Ltd.
Benefit Street Partners CLO IV Ltd.
Benefit Street Partners CLO IX Ltd.
Benefit Street Partners CLO V B Ltd.
Benefit Street Partners CLO VI B Ltd.
Benefit Street Partners CLO VIII Ltd.
Benefit Street Partners CLO X Ltd.
Benefit Street Partners CLO XI Ltd.
Benefit Street Partners CLO XII Ltd.
Benefit Street Partners CLO XIV Ltd.
Benefit Street Partners CLO XIX Ltd.
Benefit Street Partners CLO XV Ltd.
Benefit Street Partners CLO XVI Ltd.
Benefit Street Partners CLO XVII Ltd.
Benefit Street Partners CLO XXIII Ltd.
Benefit Street Partners Debt Fund IV Master Non US LP
Benefit Street Partners Debt Fund IV Non US SPV LP
Benefit Street Partners Debt Fund IV Master
Benefit Street Partners Debt Fund IV SPV LP
Benefit Street Partners LLC
Benefit Street Partners Senior Secured Opportunities Fund LP
Benefit Street Partners Senior Secured Opportunities U Master Fund Non US LP
Benefit Street Partners SMA C LP
Benefit Street Partners SMA C SPV LP
Benefit Street Partners SMA K SPV LP
BlackRock EMMPD II Investment SARL
Blackrock Financial Management Inc.
BlackRock Global LLC
Blackrock Investment Management
BNP Paribas
BSP Senior Secured Debt Fund Non US SPV 1 LP
BSP Senior Secured Debt Fund SPV 1 LP
BSP SMA T 2020 SPV LP
California Street CLO IX LP
Canada Life Assurance Co., The
Commonwealth Land Title Insurance Co.
Cutwater 2014 I Ltd.
Cutwater 2015 I Ltd.
Diamond CLO 2018 1 Ltd.
Diamond TargetCo 1 LLC
Diversified Loan Fund Private Debt B SARL
Ellington CLO I Ltd.
Ellington CLO II Ltd.
Ellington CLO III Ltd.
Ellington CLO IV Ltd.
Ellington Management Group LLC
EMMPD ASG Sarl
EMMPD Investment Sarl

Employees & Agents Pension Plan GWL & A Financial Inc.
Empower Capital Management
Empower Funds Inc.
Empower Short Duration Bond Fund
Fidelity National Title Insurance Co.
First Eagle Alternative Credit LLC
Goldman Sachs Trust II Goldman Sachs Multi Manager Non Core Fixed Income Fund
Great-West Capital Management LLC
GSO Capital Partners LP
GSO Diamond Portfolio Fund LP
Halcyon Asset Management LLC
Halcyon Loan Advisors Funding 2015 1 Ltd.
Halcyon Loan Advisors Funding 2015 2 Ltd.
Halcyon Loan Advisors Funding 2015 3 Ltd.
ING Capital LLC
JPMorgan Chase Bank NA
Landmark Wall SMA SPV LP
Menard Inc.
Mezzvet Luxembourg III SARL
Mizuho Bank Ltd. New York
Morgan Stanley Bank NA
MV Credit Partners LLP
MV LUX IV SARL
MV Private Debt CE Sarl
MV Private Debt GC Sarl
MV Private Debt OP1 Sarl
Natixis New York Branch
Newport Global Advisors
Newport Global Credit Fund Master LP
Nuveen Alternative Investment Funds SICAV SIF
Nuveen Asset Management LLC
Nuveen Floating Rate Income Fund
Nuveen Floating Rate Income Fund A Series of Nuveen Investment Trust III
Nuveen Senior Loan Fund LP
Nuveen US Senior Loan Fund
Pensiondanmark Pensionsforsikringsaktieselskab by Symphony Asset Management LLC
Pontus Holdings Ltd.
Principal Diversified Real Asset Cit Fka Diversified Real Asset Cit
Principal Funds Inc Diversified Real Asset Fund
Providence Debt Fund III Non US Spv LP Providence Debt Fund III Master
Providence Debt Fund III Spv LP Providence Debt Fund III LP
Providence Equity Partners Inc.
Providence Equity Partners LLC
Quadrant Capital Advisors
Royal Bank of Canada New York Branch
Separate Investment Account P3 Diversified Bond I Account of Massachusetts Mutual Life Insurance Co.
Separate Investment Account P5 Diversified Bond II Account of Massachusetts Mutual Life Insurance Co.
Shackleton 2014 V R Clo Ltd.
Shackleton 2019 XIV Clo Ltd.
Shackleton 2021 XVI Clo Ltd.
Symphony Asset Management LLC
Symphony Clo XIX Ltd.
Symphony Clo XV Ltd.
Symphony Clo XVI Ltd.
Symphony Clo XVIILtd.
Symphony Clo XVIII Ltd.
Symphony Clo XX Ltd.
Symphony Floating Rate Senior Loan Fund
TCI Symphony Clo 2016 1 Ltd.
TCI Symphony Clo 2017 1 Ltd.
TIAA CREF Investment Services
TIAA Global Public Investments LLC Series Loan Teachers Insurance & Annuity
UBS AG Stamford Branch

SCHEDULE 1(j)

Litigation Parties & Counsel

Abed, Jonathon
Baumgartner, Kara
Boshears, Gordon
Bryant, Terry
CMM Supplies & Services S.A.L.
Esbee Dynamed Pvt. Ltd.
Estate of Audrea Hardwicks-Williams
Estate of Rylee Jones
Greer, Erich
Kavanaugh, Mike
Middleton, Kyashia
Pernambuco, State of (Brazil)
Piaui, State of (Brazil)
Ransom, Connita
Restech SRL
Ringted Investment SL
Secretaria da Saúde de Bahia
Secretaria de Saude de Fortaleza
Sleep Management LLC
SpaceInsp
United States, Government of the, Department of Defense, Office of the Inspector General
Vidal, John
Warrington, Amy
Westchester Surplus Lines Insurance Co.
Williams, Juan

SCHEDULE 1(k)

Material Contract Counterparties

A Plus International Inc.
ABM Industry Group LLC
Accent Plastics Inc.
Actalent Inc.
Advanced Motion Controls AB
Advanced Printing Co.
Aerotek Inc.
Agiliti Health Inc.
Alabran, Michael W.
Alexander Group, The
Amazon Web Services Inc.
Ambrit Engineering Corp.
American Crating Cd
Analytical Industries Inc.
Area LLC
Aryaka Networks Inc.
Ascension Health Resource & Supply Management Group LLC
Ascension Providence Hospital
Assured Partners Capital Inc.
AssuredPartners Inc.
Aston Carter Inc.
Atlantic Health System Inc.
Augusta Hitech Soft Solutions LLC
Avnet Inc.
BCP Systems Inc.
Best Source Electronics Corp.
Bruel & Kjaer North America Inc.
Cardinal Health 200 LLC
Cardinal Health Inc.
CareFusion Corp. - Mexicali
Cass Information Systems Inc.
Ceva International Inc.
Ceva Logistics AG
Chicago Office Technology Group Inc.
Children's Healthcare Atlanta
Cigna Behavioral Health
Cigna Group, The
Clayton Controls Inc.
Cleo Communications US LLC
Cognizant Technology Solutions US Corp.
Concept Dynamics Ltd.
Connexio Health LLC
CVS Caremark
Da/Pro Rubber Inc.
Data Modul Inc.
David M. Lewis Co. LLC, The
Deel Inc.
Dell Marketing LP
Dell Realty Co.
Educe Group Inc., The
Enlabel Global Services Inc.
Erasmus University Medical Center
Eurofins Electrical & Electronic UK
Fidelity Insurance Co.
Flexim US Corp.
Forte DGTL LLC
GE Healthcare Technologies Inc.
GE Precision Healthcare LLC
Genmed Group Ltd.
Gispath Inc.
Global Regulatory Writing & Consulting
Gravity Talent Solutions LLC
Greatbatch Medical SAS
Hack Formenbau Gmbh
HCA Management Services LP
HealthEquity Inc.
HealthTrust Purchasing Group LP
House of Batteries Ltd.
IMI Co. Ltd.
Indiana University Health Inc.
Integrated Medical Systems Inc.
Inventus Power Inc.
Ipan Intellectual Property Associates
ITD Corp.
Jabil Circuit (Shanghai) Ltd.
Kaiser Permanente Inc.
Kuehne & Nagel Inc.
Lyn Medical Inc.
MarLee Manufacturing Inc.
Marsh USA Inc.
Masanet, Sebastian
Maxtec LLC
McKesson Corp.

McKesson Medical-Surgical Inc.
Medline Industries Inc.
Mer Mar Inc.
MetLife Inc.
Microsoft Corp.
Mitsubishi HC Capital Inc.
Monday.com Ltd.
Moog Components Group Inc.
Newark Corp.
Nonin Medical Inc.
Northwell Health Alliance Inc.
Northwell Health Inc.
Northwell Health Regional Alliance
Nypro Healthcare Baja Inc.
NZ Techno Handels Gesellschaft mbh
Opg-3 Inc.
Orange Coast Pneumatics Inc.
Owens & Minor Distribution Inc.
Oxford Global Resources LLC
Parker-Hannifin Corp. - Porter Division
Partssource Inc.
Perma Pure LLC
Phillips Medical Systems North America Inc. - Andover, MA
Phillips-Medisize Costa Mesa LLC
Pinnacle Precision Sheet Metal Corp.
Portescap India Pvt. Ltd.
Premier Healthcare Alliance LP
Presidio Holdings Inc.
PRN Health Services LLC
PRN Staffing Solutions
Quality Medical Group Inc.
Real Staffing Group
Respiratory Care Africa Pty. Ltd.
Restructuring Partners & Associates LLC
Salesforce.com Inc.
Servicemax Inc.
Servicios de Ingenieria en Medicina SA de CV
Siemens Industry Software Inc.
Spark DSG LLC
Spin Recruitment Inc.
Standard Insurance Co., The
Star Exhibits & Environments Inc.
Stran & Co. Inc.
SunMed Group Holdings LLC
Syntel Inc.
Teledyne Analytical Instruments Inc.
Telsonic UK Ltd.
Thomas Jefferson University Hospitals
Totex Manufacturing Inc.
TPI Custom Solutions
Trillamed LLC
Trudell Healthcare Solutions
University Health Network
US Med-Equip Inc.
Venture Respiratory Inc.
Veritiv Operating Co.
Vertex Inc.
Vincent Medical Holdings Ltd.
Vision Service Plan (VSP)
Vizient Inc.
Vizient Supply LLC
WageWorks Inc.
Wavicle Data Solutions LLC
West Group Ltd., The
Wolseley Industrial Group
Workday Inc.
Xerox Financial Services LLC
Yusen Logistics Americas Inc.
Zensar Technologies Inc.

SCHEDULE 1(l)

Ordinary Course Professionals

Baker & Mckenzie LLP
Covington & Burling LLP
Ernst & Young US LLP
Fox Rothschild LLP
Fragomen Del Rey Bernsen & Loewy LLP
Gordon Rees Scully Mansukhani LLP
Hogan Lovells US LLP
Hyman Phelps & Mcnamara PC
Irwin Fritchie Urquhart & Moore LLC
Linklaters LLP
Littler Mendelson PC
Morgan Lewis & Bockius LLP
Polsinelli PC
Porzio Bromberg & Newman PC
Winston & Strawn LLP

SCHEDULE 1(m)

Potential M&A Counterparties

[REDACTED]

SCHEDULE 1(n)

Taxing Authorities

Acadia, Parish of (LA)
Alabama, State of, Department of Revenue
Alabama, State of, Sales Tax Auditing & Collection Services
Alabaster, City of (AL)
Alaska, State of, Department of Revenue
Arizona, State of, Department of Revenue
Arkansas, State of
Arkansas, State of, Department of Finance & Administration
Arvada, City of (CO)
Ascension, Parish of (LA), Sales & Use Tax Authority
Aurora, City of (CO), Revenue Division
Autauga, County of (AL)
Avoyelles Parish School Board (LA)
Baldwin, County of (AL)
Baton Rouge, City of (LA)
Birmingham, City of (AL)
Boulder, City of (CO)
Bremerton, City of (WA)
Caddo-Shreveport, Parish of (LA), Sales & Use Tax Commission
Calcasieu, Parish of (LA)
California, State of, Department of Tax & Fee Administration
Chilton, County of (AL)
Clanton, City of (AL)
Colbert, County of (AL)
Colorado Springs, City of (CO)
Colorado, State of, Department of Revenue
Commerce, City of (CO), Tax Division
Connecticut, State of, Department of Revenue Services
Craig, City of (CO)
Cullman, County of (AL)
Dale, County of (AL)
Daphne, City of (AL)
DeKalb, County of (AL), Revenue Department
Delaware, State of, Division of Revenue
Denver, City of (CO), Department of Finance
Dothan, City of (AL)
Durango, City of (CO)
East Baton Rouge, Parish of (LA)
Englewood, City of (CO)
Evangeline, Parish of (LA), Sales/Use Tax Commission
Everett, City of (WA)
Florence, City of (AL)
Florida, State of, Department of Revenue
Foley, City of (AL), Revenue Department
Fort Collins, City of (CO)
Franklin, County of (AL)
Georgia, State of, Department of Revenue
Golden, City of (CO)
Grand Junction, City of (CO)
Greeley, City of (CO)
Greenwood Village, City of (CO)
Gunnison, City of (CO)
Hamilton, City of (AL)
Hawaii, State of, Department of Taxation
Henry, County of (AL)
Huntsville, City of (AL)
Iberia, Parish of (LA), School Board Sales & Use Tax Department
Idaho, State of, Tax Commission
Illinois, State of, Department of Revenue
Indiana, State of, Department of Revenue
Iowa, State of, Department of Revenue
Jackson, City of (AL)
Jefferson, County of (AL), Department of Revenue
Kansas, State of, Department of Revenue
Kentucky, Commonwealth of, Department of Revenue
Kentucky, Commonwealth of, Revenue Cabinet
Lafayette Parish School System (LA)
Lafourche Parish School Board (LA)
Lakewood, City of (CO)
Lamar, City of (CO)

Lauderdale, County of (AL)
Lincoln, Parish of (LA)
Littleton, City of (CO)
Lone Tree, City of (CO)
Longmont, City of (CO)
Longview, City of (WA)
Louisiana, State of, Bureau of Revenue & Taxation
Louisiana, State of, Department of Revenue
Madison, County of (AL)
Maine, State of, Department of Revenue
Maine, State of, Revenue Services
Maryland, State of, Comptroller
Maryland, State of, Revenue Administration
Massachusetts, Commonwealth of, Department of Revenue
Michigan, State of, Department of Treasury
Minnesota, State of, Department of Revenue
Mississippi, State of, Department of Revenue
Missouri, State of, Department of Revenue
Mobile, City of (AL)
Mobile, County of (AL)
Monroe, City of (LA)
Montana, State of, Department of Revenue
Montgomery, City of (AL)
Montgomery, County of (AL), Commission Tax & Audit Department
Nebraska, State of, Department of Revenue
Nevada, State of, Department of Taxation
New Hampshire, State of, Department of Revenue Administration
New Jersey, State of, Division of Taxation
New Mexico, State of, Taxation & Revenue Department
New Orleans, City of (LA)
New York, State of, Department of Taxation & Finance
North Carolina, State of, Department of Revenue
North Carolina, State of, Eproc
North Dakota, State of, Office of State Tax Commissioner
Ohio, State of, Bureau of Workers' Compensation
Ohio, State of, Department of Taxation
Oklahoma, State of, Tax Commission
Oregon, State of, Department of Revenue
Ouachita, Parish of (LA)
Parker, City of (CO)
Pennsylvania, Commonwealth of, Department of Revenue
Pike, County of (AL)
Plaquemines, Parish of (LA)
Pueblo, City of (CO)
Rapides, Parish of (LA)
Rhode Island, State of, Division of Taxation
Scottsboro, City of (AL)
Seattle, City of (WA)
Sheffield, City of (AL)
Shelby, County of (AL), Business Revenue Office
South Carolina, State of, Department of Revenue
South Dakota, State of, Department of Revenue
St. Charles, Parish of (LA)
St. John the Baptist, Parish of (LA)
St. Landry, Parish of (LA)
St. Mary, Parish of (LA)
St. Tammany, Parish of (LA)
Steamboat Springs, City of (CO)
Tennessee, State of, Department of Revenue
Texas, State of, Comptroller of Public Accounts
Thornton, City of (CO)
United States, Government of the, Customs and Border Protection, FPF Office
United States, Government of the, Department of the Treasury
United States, Government of the, Department of the Treasury, Internal Revenue Service
United States, Government of the, Food & Drug Administration
Utah, State of, Tax Commission
Vermont, State of, Department of Taxes
Vernon, Parish of (LA)
Virginia, Commonwealth of, Tax Office of Customer Services
Washington, D.C.

Washington, State of, Department of
Revenue
Washington, Village of (LA)
Webster, Parish of (LA)
West Virginia, State of, Tax Department
West Virginia, State of, Tax Division
Wisconsin, State of, Department of Revenue
Wyoming, State of, Department of Revenue

SCHEDULE 1(o)

Committee Professionals

McDermott Will & Emery LLP

SCHEDULE 1(p)

Committee Members

Cognizant Worldwide Ltd.
Data Modul, Inc.
David M. Lewis Company
Presidio Inc.
SunMed Group Holdings LLC
Vizient, Inc.
Zensar Technologies, Inc.

SCHEDULE 1(q)

U.S. Trustee Personnel, Bankruptcy Judges, & Court Contacts for the United States Bankruptcy Court for the District of Delaware (and key staff members)

Attix, Lauren
Barksdale, Nickita
Bates, Malcolm M.
Batts, Cacia
Bello, Rachel
Brady, Claire
Bu, Fang
Capp, Laurie
Casey, Linda
Cavello, Robert
Chan, Ashley M.
Cudia, Joseph
Dice, Holly
Dorsey, John T.
Dortch, Shakima L.
Farrell, Catherine
Fox, Timothy J., Jr.
Gadson, Danielle
Giodano, Diane
Girello, Michael
Goldblatt, Craig T.
Green, Christine
Hackman, Benjamin
Haney, Laura
Horan, Thomas M.
Hrycak, Amanda
Johnson, Lora
Jones, Nyanquoi
Leamy, Jane
Lipshie, Jonathan
Lopez, Marquietta
Lugano, Al
McCollum, Hannah M.
McMahon, Joseph
Nyaku, Jonathan
O'Malley, James R.
Owens, Karen B.
Richenderfer, Linda
Schepacarter, Richard
Serrano, Edith A.
Shannon, Brendan L.
Sierra-Fox, Rosa
Silverstein, Lauire Selber
Stickles, J. Kate
Subda, Paula
Vara, Andrew
Walker, Jill
Walrath, Mary F.
Wynn, Dion
Yeager, Demitra

SCHEDULE 1(r)

Utility Providers

AT&T Corp.
AT&T Global Network Services
AT&T Illinois
AT&T Mobility II LLC
Chemtrec
Clean Harbors Inc.
Commonwealth Edison Co.
Culligan Water
Desert Water Agency
Flexim US Corp.
Frontier Communications Corp.
Granite Telecommunications LLC
Louisville Gas & Electric Co.
Nalco Company LLC d/b/a Nalco Water Pretreatment
Palm Desert Disposal Service, Inc.
Palm Springs Disposal Service Inc.
ProMach Inc.
RingCentral Inc.
Safety-Kleen Inc.
Southern California Edison Co.
Southern California Gas Co.
State Water Resources Control Board – Water Boards
T-Mobile USA Inc.
Zayo Group LLC

<u>Schedule 2</u>

Disclosures to Cole Schotz Retention Application

Parties who are current or former clients of Cole Schotz in matters unrelated to these Chapter 11 Cases include the following:

Name of Interested Party Searched	Relationship to Debtors	Name of Entity that is a Cole Schotz Client	Relationship to Cole Schotz
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Benefit Street Partners LLC	Lenders and Agents	Benefit Street Partners LLC	Current Client
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Wilmington Trust	Bank	Wilmington Trust	Former Client

As part of its diverse practice, Cole Schotz appears in numerous cases, proceedings and transactions involving many different professionals, including other attorneys, accountants, financial consultants and investment bankers, some of whom are or represent Potential Parties in Interest in these Chapter 11 Cases. Cole Schotz does not, and will not, represent any such professional in these Chapter 11 Cases.

Furthermore, United States Bankruptcy Judge for the District of Delaware J. Kate Stickles was a former member at Cole Schotz.

Exhibit C

Bibb Declaration

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)

DECLARATION OF JOHN BIBB IN SUPPORT OF DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF COLE SCHOTZ P.C. AS DELAWARE CO-COUNSEL FOR THE DEBTORS EFFECTIVE AS OF THE PETITION DATE

I, John Bibb, hereby declare under penalty of perjury, as follows:

1. I am the Group Chief Executive Officer of Vyaire Medical, Inc. and certain of its affiliates, the debtors and debtors in possession (collectively, the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases"). Accordingly, I am in all respects competent to make this declaration in support of the application (the "Application")[2] of the Debtors to retain Cole Schotz P.C. ("Cole Schotz" or the "Firm") as their counsel pursuant to sections 327(a), 329 and 1107 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (as amended, the "Bankruptcy Code"), Rules 2014 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"). Except as otherwise noted, I have personal knowledge of the information set forth herein.

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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 and not otherwise defined herein have the meanings ascribed to such terms in the Application.

2. This declaration (the "Declaration") is provided pursuant to Paragraph 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 "Revised UST Guidelines"). I am informed by counsel that the Revised UST Guidelines suggest that any application for employment of an attorney under sections 327 or 1103(a) 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. The person ordinarily should be the general counsel of the debtor or another officer responsible for supervising outside counsel and monitoring and controlling legal costs.

(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. If the procedure for the budgeting, review and approval of fees and expenses differ from those the client regularly employs in non-bankruptcy cases to supervise outside general counsel, explain how and why. In addition, describe any efforts to negotiate rates including rates for routine matters, or in the alternative to delegate such matters to less expensive counsel.

3. On the Petition Date, the Debtors commenced these Chapter 11 Cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Court"). These Chapter 11 Cases are being jointly administered for administrative purposes only.

4. The Debtors continue to operate their business and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. The Debtors selected Cole Schotz because of the Firm's extensive knowledge, expertise and experience in the field of debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code. Additionally, Cole Schotz's knowledge, expertise and experience practicing before the Court will enable the Firm to work in an efficient and cost-effective manner on behalf of the Debtors' estates. In preparing for and filing these Chapter 11 Cases, Cole Schotz has become familiar with the Debtors' business and affairs and many of the potential legal issues that may arise in the context of these cases and since its engagement has advised the Debtors on local rules, practices and procedures with respect to various restructuring issues. Therefore, the Debtors believe that Cole Schotz is uniquely qualified to represent them in these Chapter 11 Cases.

6. The Debtors have reviewed Cole Schotz's rates for the services to be rendered consistent with the Application. I understand that those rates are consistent with (i) Cole Schotz's comparable engagements and the billing rates and terms of other comparably skilled firms for providing similar services and (ii) Cole Schotz's billing rates for other non-bankruptcy engagements. The Debtors believe that these rates are reasonable.

7. I understand that Cole Schotz is preparing a budget and staffing plan and will be presenting it to the Debtors for approval. The Debtors will regularly monitor and review Cole Schotz's fees and expenses throughout this engagement.

8. By virtue of the foregoing, and for the reasons set forth in the Application and the Reilley Declaration, the Debtors believe that Cole Schotz is well-qualified to represent the Debtors in these Chapter 11 Cases as their Delaware co-counsel and seek entry of the Proposed Order,

substantially in the form attached to the Application, authorizing the Debtors to retain Cole Schotz as Delaware co-counsel effective as of the Petition Date in accordance with the terms set forth in the Application.

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

Dated: July 9, 2024

Respectfully Submitted,

/s/ John Bibb
John Bibb
Group Chief Executive Officer
Vyaire Medical, Inc., *et al.*