

**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 Nos. 249, 388, & 496

**CERTIFICATION OF COUNSEL REGARDING JOINT STIPULATION BETWEEN
THE DEBTORS AND SUNMED GROUP HOLDINGS, LLC (D/B/A AIRLIFE) IN
CONNECTION WITH ZOLL SALE**

The undersigned 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 11, 2024, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered the *Order (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors’ Assets, (II) Authorizing the Debtors to Enter Into a Stalking Horse Agreement and Provide Bid Protections, (III) Approving the Form and Manner of Notice Thereof, (IV) Scheduling an Auction and Sale Hearing, (V) Approving Procedures for the Assumption and Assignment of Contracts, (VI) Approving the Sale of the Debtors’ Assets Free and Clear, and (VI) Granting Related Relief* [Docket No. 249] (the “Bidding Procedures Order”), authorizing the Debtors to solicit and select the highest or otherwise best offer(s) for a sale (or sales) of (a) all or

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' proposed 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.

substantially all of the assets or (b) one or more, or any combination of, assets of one or more Debtors.

2. On August 15, 2024, the Debtors filed the *Notice of (I) Successful Bidder for the Sale of Certain of the Debtors' Ventilation Assets, (II) Proposed Purchase Agreement in Connection Therewith, and (III) Proposed Sale Order in Connection Therewith* [Docket No. 388], which attached thereto as Exhibit A the *Asset Purchase Agreement related to the Debtors' Ventilation Assets* (as may be amended or otherwise modified from time to time and including all related documents, exhibits, schedules, and agreements thereto, collectively, the "Zoll APA").

3. On September 4, 2024, the Court entered the *Order (A) Approving the Zoll Asset Purchase Agreement and Authorizing the Sale of Certain Ventilation Assets of the Debtors Outside the Ordinary Course of Business, (II) Authorizing the Sale of Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (III) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith, and (IV) Granting Related Relief* [Docket No. 496] (the "Zoll Sale Order") approving the sale of Debtors' Ventilation Assets to Zoll (the "Zoll Sale").

4. In connection with the Bidding Procedures Order and Zoll Sale Order, SunMed Group Holdings, LLC (d/b/a AirLife) ("AirLife") raised informal comments and objections. In addition, as more fully described in the *Order Approving the Joint Stipulation Between the Debtors and SunMed Group Holdings, LLC (d/b/a AirLife) in Connection With Zoll Sale* attached hereto as Exhibit A (the "Order"), as part of the Zoll Sale, the Debtors and AirLife agreed to resolve certain claims and the rejection of a prepetition agreement which were integral to the Zoll Sale.

5. The Debtors have shared the *Joint Stipulation Between the Debtors and SunMed Group Holdings, LLC (d/b/a AirLife) in Connection With Zoll Sale* with the Office of the United

States Trustee for the District of Delaware, counsel for the Official Committee of Unsecured Creditors, and counsel for the Debtors' debtor-in-possession lenders and such parties do not have comments or objections to entry of the Order.

6. The Debtors respectfully request that the Court enter the Order at its earliest convenience.

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Dated: October 15, 2024
Wilmington, Delaware

/s/ Patrick J. Reilley

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