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I, Tami Bacon, in my capacity as a Principal Clerk of the Publisher of The New York Times, a daily newspaper of general circulation printed and published in the City, County, and State of New York, hereby certify that the advertisement annexed hereto was published in the editions of The New York Times on the following date or dates, to wit on.

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Tami Bacon

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
YYAIRE MEDICAL, INC., *et al.*,[1]	)	Case No. 24-11217 (BLS)
Debtors.	)	(Joint Administered)

NOTICE OF BIDDING PROCEDURES, AUCTION, AND SALE HEARING

PLEASE TAKE NOTICE that, on June 9, 2024, the above-captioned debtors and certain of its subsidiaries (collectively, the "Debtors") filed the *Motion of the Debtors for Entry of an 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 (VII) Granting Related Relief* (Docket No. 16) (the "Sale Motion") with the United States Bankruptcy Court for the District of Delaware (the "Court") seeking, among other things, entry of an order (the "Sale Order") authorizing and approving: (a) the sale or sales of all, substantially all, or any portion of the Debtors' assets, free and clear of liens, claims, encumbrances, and other interests, except as set forth in any applicable Stalking Horse Agreement, if any, or an alternative asset purchase agreement with a Successful Bidder for up to substantially all the assets of the Debtors (the "Sale"); and (b) the assumption and assignment of certain executory contracts and unexpired leases (collectively, the "Contracts").

PLEASE TAKE FURTHER NOTICE that, the Debtors are soliciting offers for the purchase of some, all, or substantially all of the assets of the Debtors' assets, including bids exclusively for the assets of the Debtors' Ventilation business and exclusively for the assets of the Debtors' Respiratory Diagnostics business, as well as bids on any combination up to all of the Debtors' assets, consistent with the bidding procedures approved by the Court by entry of an order on July 11, 2024 (Docket No. 249) (the "Bidding Procedures Order"). **All Interested Bidders should carefully read the Bidding Procedures and Bidding Procedures Order.**

PLEASE TAKE FURTHER NOTICE that, if the Debtors so choose to designate one or more stalking horse bidders, the deadline for designating a stalking horse bidder is **on or before July 11, 2024**.

PLEASE TAKE FURTHER NOTICE that, if the Debtors so choose to designate one or more stalking horse bidders, any objection to Bid Protections set forth in (i) the Stalking Horse Notice, or (ii) the form of Stalking Horse Order, shall be filed **no later than four (4) business days after the filing of the Stalking Horse Notice, at 4:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that, except as otherwise set forth in the Bidding Procedures Order, any objections to the Sale Transaction or the relief requested in the Sale Motion ***must***: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual bases for the objection and the specific grounds therefor; and (d) be filed with the Court and served on the Notice Parties so as to be ***actually received* on or before July 22, 2024, at 4:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that, if the Debtors receive qualified competing bids within the requirements and time frame specified by the Bidding Procedures Order, the Debtors will conduct an auction (the "Auction") of their Assets **on July 24, 2024, at 10:00 a.m. (prevailing Eastern Time)** virtually through an online platform (or at any other location or electronically as the Debtors may hereafter designate).

PLEASE TAKE FURTHER NOTICE that, except as otherwise set forth in the Bidding Procedures Order, any objections to the Sale Transaction as to (i) the conduct of the Auction, (ii) the particular terms of any proposed Sale Transaction in a Successful Bid, (iii) the identity of a Successful Bidder or Back-Up Bidder ***must***: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual bases for the objection and the specific grounds therefor; and (d) be filed with the Court and served on the Notice Parties so as to be ***actually received* on or before July 25, 2024, at 4:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that, except as otherwise set forth in the Bidding Procedures Order, any objection to the adequate future performance solely as to the applicable Successful Bidder or Back-Up Bidder ***must***: (a) be in writing; (b) state, with specificity the legal and factual bases thereof; and (c) be filed with the Court and served on the Notice Parties so as to be ***actually received* by no later than July 29, 2024, at 4:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that, the Debtors will seek approval of any Sale at a hearing scheduled to commence **on July 31, 2024, at 2:00 p.m. (prevailing Eastern Time)** (the "Sale Hearing") before the Honorable Judge Brendan L. Shannon, United States Bankruptcy Judge for the Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Courtroom No. 1, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that, objections to proposed cure amounts or the potential assumption and assignment of contract on any basis (except objections solely related to adequate assurance of future performance by Successful Bidder) ***must***: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual bases for the objection and the specific grounds therefor; and (d) be filed with the Court and served on the Notice Parties so as to be ***actually received* on or within fourteen (14) days following service of any notice of potential assumption and assignment.**

(i) **Proposed Co-Counsel to the Debtors:** Kirkland & Ellis LLP, 601 Lexington Ave, New York, New York 10022, Attn. Joshua A. Sussberg, P.C., Chris Greesa, Email: joshua.sussberg@kirkland.com, chris.cenzail@kirkland.com –and– Kirkland & Ellis LLP, 333 West Wolf Point Plaza, Chicago, Illinois 60654, Attn.: Spencer Winters, P.C., Yusuf U. Salloum, Rebecca Marston, Email: spencer.winters@kirkland.com, yusuf.salloum@kirkland.com, rebecca.marston@kirkland.com; (ii) **Proposed Co-Counsel to the Debtors:** Cole Schotz, P.C., 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: Patrick J. Reilley, Esq., Email: preilley@coleschotz.com –and– Cole Schotz, P.C., Court Plaza North, 25 Main Street, Hackensack, New Jersey 07601, Attn: Michael D. Sirota, Esq., Email: msirota@coleschotz.com; (iii) **Counsel to the 11.Ad Hoc Group:** Gibson, Dunn & Crutcher LLP, 200 Park Ave, New York, New York 10166, Attn: Scott J. Greenberg, Jason Zachary Goldstein, Joshua Brody, Kevin Liang, Email: sgreenberg@gibsondunn.com, jzgoldstein@gibsondunn.com, jbrody@gibsondunn.com, kliang@gibsondunn.com; (iv) **Proposed Counsel to the Committee:** McDermott Will & Emery LLP, One Vanderbilt Ave, New York, New York 10077, Attn: Darren Azman, Kristin Going, Email: dazman@mwe.com, kgoing@mwe.com –and– McDermott Will & Emery LLP, The Brandywine Building, 1000 N. West Street, Suite 1400, Washington, DC 20036, Attn: Edward Buthusiem, ebuthusiem@thinkbrg.com; (v) **United States Trustee:** Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn. Benjamin A. Hackman, Email: benjamin.a.hackman@usdoj.gov; and (vi) **Stalking Horse Bidder or Back-Up Bidder:** Counsel to any Stalking Horse Bidder or Back-Up Bidder, as applicable.

CONSEQUENCES OF FAILING TO TIMELY MAKE AN OBJECTION

ANY PARTY OR ENTITY WHO FAILS TO TIMELY MAKE AN OBJECTION TO THE SALE OR ON BEFORE THE SALE OBJECTION DEADLINE IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN THE APPLICABLE PURCHASE AGREEMENT.

PLEASE TAKE FURTHER NOTICE that copies of the Sale Motion, Bidding Procedures, and Bidding Procedures Order, as well as all related exhibits, is available: (a) free of charge upon request to Omni Agent Solutions, Inc. (the notice and claims agent retained in these chapter 11 cases) by calling (866) 956-2140 (U.S./Canada) or (818) 666-8635 (International); (b) by visiting the website maintained in these chapter 11 cases at https://omniagentsolutions.com/Yyaire; or (c) for a fee via PACER by visiting http://www.deb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE that you may obtain additional information concerning the above-captioned chapter 11 cases at the website maintained in these chapter 11 cases at https://omniagentsolutions.com/Yyaire.

Dated: July 11, 2024, Wilmington, Delaware. /s/ Patrick J. Reilley **COLE SCHOTZ P.C.,** Patrick J. Reilley, Esq. (DE Bar No. 4413), 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Telephone: (302) 652-3131, Facsimile: (302) 652-3117, Email: preilley@coleschotz.com –and– Michael D. Sirota, Esq. (*admitted pro hac vice*), Warren A. Usatine, Esq (*admitted pro hac vice*), Court Plaza North, 25 Main Street, Hackensack, New Jersey 07601, Telephone: (201) 489-3000, Facsimile: (201) 489-1536, Email: msirota@coleschotz.com, wusatine@coleschotz.com, *Proposed Co-Counsel to the Debtors and Debtors in Possession* –and– **KIRKLAND & ELLIS LLP, KIRKLAND & ELLIS INTERNATIONAL LLP,** Joshua A. Sussberg *P.C., (admitted pro hac vice)*, 601 Lexington Ave, New York, New York 10022, Telephone: (212) 446-4800, Facsimile: (212) 446-4900, Email: joshua.sussberg@kirkland.com –and– Spencer A. Winters, P.C. (*admitted pro hac vice*), Yusuf U. Salloum (*admitted pro hac vice*), 333 West Wolf Point Plaza, Chicago, Illinois 60654, Telephone: (312) 862-2000, Facsimile: (312) 862-2200, Email: spencer.winters@kirkland.com, yusuf.salloum@kirkland.com, *Proposed Co-Counsel to the Debtors and Debtors in Possession*

[1] The last four digits of Debtor Yyaire 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/Yyaire. The location of Debtor Yyaire Medical, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 20125 North Riverwoods Boulevard, Mettawa, Illinois, USA 60045.

[2] Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Sale Motion or Bidding Procedures Order, as applicable.

[3] To the extent that there are any inconsistencies between this notice and the Bidding Procedures Order, the Bidding Procedures Order shall govern in all respects.

[4] The Debtors reserve the right, with the consent of the DIP Lenders, in consultation with the Committee, and in accordance with the Bidding Procedures Order, to file notice on the docket to adjourn key dates and deadlines.

TECHNOLOGY | RETAIL

Google Readies a $23 Billion Deal for Wiz Despite Antitrust Scrutiny

By NICO GRANT and LAUREN HIRSCH

SAN FRANCISCO — Google, which became one of the world's the most valuable companies through its search engine and other consumer internet services, is nearing its largest-ever acquisition to improve what it can offer to business customers.

Google is in talks to buy Wiz, a New York-based cybersecurity start-up, according to three people with knowledge of the discussions, who were not authorized to discuss them. Wiz was last valued at $12 billion.

The companies have valued the deal at roughly $23 billion, said one of the people, easily making it Google's most expensive acquisition and nearly double what the company paid for Motorola Mobility in 2012.

While a deal looks likely, talks could still fall apart, the people said.

Google and Wiz did not respond to requests for comment. The Wall Street Journal earlier reported that the companies were discussing a deal.

Google has moved forward with negotiations despite the possibility that regulators might try to block the deal. But the company may be willing to fight to beef up its cloud-computing division, which lags behind Amazon Web Services and Microsoft Azure.

Google was sued by the Justice Department in two separate antitrust cases, one targeting its ubiquitous search engine and another seeking to break up its digital advertising-technology business. A verdict in the search case is expected this summer.

Regulators under President Biden have taken a hard line against acquisitions by all the tech giants and corporate consolidation in general. It blocked deals such as the publishing giant Penguin Random House's $2.18 billion acquisition of rival Simon & Schuster and JetBlue's $3.8 billion acquisition of Spirit Airlines. Amazon abandoned its $1.7 billion acquisition of iRobot following pushback from European and U.S. regulators. And the Federal Trade Commission unsuccessfully sued to block Microsoft's acquisition of the video game company Activision.

For years, Google executives have focused on making money outside of online advertising, but Google search, YouTube and its other platforms still bring in three-quarters of Google's revenue. Buying Wiz would not move the needle overnight, but would forge a connection between Google Cloud and companies that use Wiz to safeguard data held in AWS, Azure and other cloud computing systems.

Cybersecurity start-up may become a tech giant's costliest buy.

Such a splashy purchase would be unusual for Google, which has been cautious about large acquisitions. Less than two years after buying Motorola for $12.5 billion, Google sold it to the computer maker Lenovo — at a loss. More recently, in 2021, Google paid $2.1 billion for the fitness tracker company Fitbit, a deal that also faced regulatory scrutiny before it was approved.

Google has made a number of acquisitions to improve what it can offer to cloud computing customers. In 2022, it bought Mandiant, a cybersecurity company, for $5.4 billion. The same year, it bought Siemplify, another cybersecurity firm.

Thomas Kurian, the chief executive of Google Cloud, has led the push to buy Wiz, one of the people familiar with the talks said. He has sought to make cybersecurity a distinguishing strength of his division, and Wiz would go a long way to helping with that. The start-up tries to help corporate customers, including BMW, Slack and Morgan Stanley, reduce security threats when they use cloud-computing services.

Wiz, which was founded in Israel in 2020 and is now headquartered in New York, said in May it had raised $1 billion in funding and was now valued at $12 billion. The company has grown rapidly. Earlier this year, it said it had $350 million in annual recurring revenue, up from $100 million two years earlier.

Wiz's investors include Andreessen Horowitz, Lightspeed Venture Partners and Thrive Capital.

Nico Grant reported from San Francisco, and Lauren Hirsch from New York.

Ammo Vending Machines Installed in Several Stores

By AMANDA HOLPUCH

A Texas-based company has started making vending machines for gun ammunition, arguing that this is the safest way to sell it.

The company, American Rounds, has already had six of those machines installed at grocery stores in Texas, Alabama and Oklahoma. Two more are set to be installed by the end of the month in Texas and Colorado, said Grant Magers, the chief executive of American Rounds.

"Our ammo is not accessible sitting on a shelf, and we are the only company that absolutely, 100 percent requires an I.D. verification," Mr. Magers said. He also noted that most customers purchased only one or two boxes of rounds.

A way to curb theft of ammunition, the manufacturer says.

Gun control advocates said that ammunition should not be so easily accessible and that the problems that the vending machine's makers claim to combat — including ammunition theft from stores and underage ammunition purchases — would be better addressed through stricter regulations.

To use the vending machines, customers follow a touch screen and select from a menu whether they want rounds for a handgun, rifle or shotgun, and then choose which specific type of ammunition they would like. Once a buyer has selected what they want, they put their ID card in a scanner and then a camera on the machine takes pictures of their face to validate their identity and show that they are at least 21. Mr. Magers said that customer data was not stored, shared or sold. Ammunition can be purchased only with a card; the kiosk does not accept cash.

Mr. Magers said that this was the most secure way to sell ammunition. "We are pro-Second Amendment, but we are also very much in favor and in support of responsible gun owners," Mr. Magers said.

Gun ammunition can be purchased in stores and online. Under federal law, people must be at least 18 to buy ammunition for shotguns and rifles. To buy ammunition for other types of guns, people must be at least 21. Some states and local governments have stricter requirements, such as requiring licenses for ammunition purchases. The American Rounds machines require buyers to be at least 21 for all types of ammunition purchases.

There are problems with ammunition theft from stores and with people using fake or stolen identification to purchase it online. The Delaware attorney general is investigating Cabela's, the outdoor recreation chain, because investigators believe that 500,000 rounds of ammunition were shoplifted in less than a year from a store in Christiana. A 17-year-old who killed 10 students and teachers at Santa Fe High School in Texas in 2018 had bought ammunition online.

Mr. Magers said that people who want to purchase ammunition with malicious intent are more likely to buy ammunition from somewhere where they can pay cash, not have their identification checked or buy thousands of rounds without scrutiny.

"Are they more likely to do that," Mr. Magers said, "Or are they more likely to come to one of our stores where it's under surveillance?"

The first American Rounds machine was installed at a Fresh Value grocery store in Pell City, Ala., in November 2023, Mr. Magers said. He said the company had since heard from a hair salon, cowboy boot store and hardware store that were interested in getting a machine.

AMERICAN ROUNDS, VIA ASSOCIATED PRESS

The Texas-based American Rounds has put six machines in stores so far, in Texas, Alabama and Oklahoma, with two more soon to come.

One machine was removed from a grocery store in Tuscaloosa, Ala., earlier this month after questions about it were raised at a City Council meeting, according to Tuscaloosa Thread, a local news site. The store told the news site that the machine was removed because of poor sales.

Dan Semenza, the director of interpersonal violence research at the New Jersey Gun Violence Research Center, said that there is something lost when ammunition is sold by a machine, instead of a person who might notice that a buyer is in crisis. He also said that claims about the vending machine's technology needed a third-party evaluation.

When Dr. Semenza first read about the machines, he said, he asked himself "why?" because it didn't seem like they addressed any existing problems in ammunition sales. He said that the machines, combined with other recent efforts to roll back gun regulations, seemed to be a part of a push toward changing norms.

"That roll back is kind of symbolizing more of a normalization or a relaxation toward guns and ammunition in everyday life," Dr. Semenza said.

Joshua Horwitz, the co-director of the Johns Hopkins Center for Gun Violence Solutions, also said that there were too many unknowns about how the machines could affect public safety to be installing them in stores without input from stakeholders, including legislators, law enforcement and Second Amendment supporters.

Nick Suplina, the senior vice president for law and policy at Everytown for Gun Safety, a group that campaigns for tighter gun control, said that if the vending machine's age verification technology worked well and the machines were impervious to theft, it could be helpful for addressing issues such as underage people buying ammunition online and theft in stores. But even if those things were proven, he said, the machines did not belong in grocery stores.

"It's not addressing the fundamental problem, even while it's purporting to solve some of the problems," Mr. Suplina said.

Everytown wants ammunition to be sold only by licensed dealers and for purchasers to be subject to a background check. Some people are not allowed to possess ammunition, such as those who have been convicted of a felony or who are under a domestic restraining order, but sellers, whether it's in-person, online or by vending machine, aren't required to check for those things under federal law. Some states, including California and New York, have stricter laws.

American Rounds said on its website that the vending machines made ammunition purchases more convenient, but Mr. Suplina said that convenience was not a hurdle for people looking to buy ammunition. An Everytown report found that there were nearly 78,000 licensed gun dealers in the United States in 2022, which is twice the number of post offices.

"In Paris, a few euros will get you a freshly baked baguette from a vending machine, and in Tokyo, it's ramen," Mr. Suplina said. "In the gun industry's America, it's ammo."

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re: JOONKO DIVERSITY INC.,[1] Debtor. — Chapter 11, Case No. 24-11007 (MFW)

NOTICE OF (A) CONFIRMATION HEARING WITH RESPECT TO DEBTOR'S PLAN OF LIQUIDATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE AND (B) RELATED OBJECTION DEADLINE

PLEASE TAKE NOTICE that:

On May 31, 2024, the debtor and debtor-in-possession (the "**Debtor**") filed the *Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code Proposed by the Debtor* [Docket No. 39] (as may be amended, supplemented, or otherwise modified, the "**Plan**"), pursuant to and as described in the corresponding disclosure statement [Docket No. 40] (as amended, the "**Disclosure Statement**"), with the U.S. Bankruptcy Court for the District of Delaware (the "**Court**"). Capitalized terms used in this notice which are not defined have the meanings set forth in the Plan.

On July 11, 2024, the Court entered an order [Docket No. 86] (the "**Solicitation Procedures Order**") approving the Disclosure Statement, establishing certain deadlines, approving voting procedures, and granting related relief.

The hearing to consider confirmation of the Plan (the "**Confirmation Hearing**") will be held on **September 12, 2024 at 10:30 a.m. (ET)** before the Honorable Mary F. Walrath, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom No. 4, Wilmington, Delaware 19801. The Confirmation Hearing may be continued from time to time by way of announcement of such continuance in open court, without further notice to parties in interest.

Responses and objections, if any, to confirmation of the Plan must (a) be made in writing; (b) comply with the Bankruptcy Code, Bankruptcy Rules, and the Local Rules; (c) state the name and address of the objecting party and the nature and amount of any claim or interest asserted by such party against the Debtor, its estate, or its property; (d) state with particularity the legal and factual bases and nature of any objection to the Plan; and (e) be filed with the Bankruptcy Court, and served on the Notice Parties (as defined in the Solicitation Procedures Order), so as to be received **on or before 4:00 p.m. (Eastern Time) on August 23, 2024**. Objections that are not timely filed shall not be considered by the Court and shall be overruled.

The Plan provides for releases, exculpation, and injunctions of certain conduct. The injunctions in the Plan include a permanent injunction of the commencement or prosecution by any entity, whether directly, derivatively, or otherwise, of any claims, obligations, suits, judgments, damages, demands, debts, rights, causes of action, or liabilities released or exculpated pursuant to the Plan.

The Disclosure Statement, Plan, and Solicitation Procedures Order may be examined by any party in interest: (a) between the hours of 8:00 a.m. and 4:00 p.m., Monday through Friday, excluding federal holidays, at the Office of the Clerk of the Bankruptcy Court, 824 N. Market St., 3rd Floor, Wilmington, Delaware 19801; (b) at the Debtor's case website (https://cases.creditorinfo.com/joonko); or (c) at the Bankruptcy Court's website (http://www.deb.uscourts.gov) (a PACER account is required); or may be obtained by written request to BMC Group, Inc. (the "**Voting Agent**"), at info@bmcgroup.com or by telephoning the Voting Agent at (888) 909-0100 (toll free in the U.S.) or +1 310-321-5555 (international callers).

If you have any questions regarding this Notice, please contact the Voting Agent at (888) 909-0100 (toll free in the U.S.) or +1 310-321-5555 (international callers), or by email at info@bmcgroup.com. The Voting Agent is not permitted to provide legal advice.

Dated: July 15, 2024, **MCDERMOTT WILL & EMERY LLP,** David R. Hurst (I.D. No. 3743), The Brandywine Building, 1000 N. West Street, Suite 1400, Wilmington, Delaware 19801, (302) 485-3900, dhurst@mwe.com -and- Catherine Lee, 444 West Lake Street, Suite 4000, Chicago, Illinois 60606, (312) 372-2000, clee@mwe.com, *Counsel for the Debtor and Debtor-in-Possession*

[1] The last four digits of Joonko Diversity Inc.'s federal tax identification number are 8337. Joonko Diversity Inc.'s service address is 157 Columbus Ave., 4th Floor, New York, NY 10023.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re: VYAIRE MEDICAL, INC., *et al.*,[1] Debtors. — Chapter 11, Case No. 24-11217 (BLS), (Jointly Administered)

NOTICE OF BIDDING PROCEDURES, AUCTION, AND SALE HEARING

PLEASE TAKE NOTICE that, on June 9, 2024, the above-captioned debtors and certain of its subsidiaries (collectively, the "Debtors") filed the *Motion of the Debtors for Entry of an 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, (IV) Approving Procedures for the Assumption and Assignment of Contracts, (V) Approving the Sale of the Debtors' Assets Free and Clear, and (VI) Granting Related Relief* [Docket No. 16] (the "Sale Motion")[2] with the United States Bankruptcy Court for the District of Delaware (the "Court") seeking, among other things, entry of an order (the "Sale Order") authorizing and approving: (a) the sale or sales of all, substantially all, or any portion of the Debtors' assets, free and clear of liens, claims, encumbrances, and other interests, except as set forth in any applicable Stalking Horse Agreement, if any, or an alternative asset purchase agreement with a Successful Bidder for up to substantially all the assets of the Debtors (the "Sale"); and (b) the assumption and assignment of certain executory contracts and unexpired leases (collectively, the "Contracts").

PLEASE TAKE FURTHER NOTICE that, the Debtors are soliciting offers for the purchase of some, all, or substantially all of the assets of the Debtors' assets, including bids exclusively for the assets of the Debtors' Ventilation business and exclusively for the assets of the Debtors' Respiratory Diagnostics business, as well as bids on any combination up to all of the Debtors' assets, consistent with the bidding procedures approved by the Court by entry of an order on July 11, 2024 [Docket No. 249] (the "Bidding Procedures Order"). **All interested bidders should carefully read the Bidding Procedures and Bidding Procedures Order.**[3]

PLEASE TAKE FURTHER NOTICE that, if the Debtors so choose to designate one or more stalking horse bidders, the deadline for designating a stalking horse bidder is **on or before July 11, 2024.**[4]

PLEASE TAKE FURTHER NOTICE that, if the Debtors so choose to designate one or more stalking horse bidders, any objection to Bid Protections set forth in (i) the Stalking Horse Notice, or (ii) the form of Stalking Horse Order, shall be filed **no later than four (4) business days after the filing of the Stalking Horse Notice, at 4:00 p.m. (prevailing Eastern Time).**

PLEASE TAKE FURTHER NOTICE that, except as otherwise set forth in the Bidding Procedures Order, any objections to the Sale Transaction or the relief requested in the Sale Motion ***must***: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual bases for the objection and the specific grounds therefor; and (d) be filed with the Court and served on the Notice Parties so as to be ***actually received*** **on or before July 22, 2024, at 4:00 p.m. (prevailing Eastern Time).**

PLEASE TAKE FURTHER NOTICE that, if the Debtors receive qualified competing bids within the requirements and time frame specified by the Bidding Procedures Order, the Debtors will conduct an auction (the "Auction") of their Assets **on July 24, 2024, at 10:00 a.m. (prevailing Eastern Time)** virtually through an online platform (or at any other location or electronically as the Debtors may hereafter designate).

PLEASE TAKE FURTHER NOTICE that, except as otherwise set forth in the Bidding Procedures Order, any objections to the Sale Transaction as to (i) the conduct of the Auction, (ii) the particular terms of any proposed Sale Transaction in a Successful Bid, (iii) the identity of a Successful Bidder or Back-Up Bidder ***must***: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual bases for the objection and the specific grounds therefor; and (d) be filed with the Court and served on the Notice Parties so as to be ***actually received*** **on or before July 25, 2024, at 4:00 p.m. (prevailing Eastern Time).**

PLEASE TAKE FURTHER NOTICE that, except as otherwise set forth in the Bidding Procedures Order, any objection to the adequate future performance solely as to the applicable Successful Bidder or Back-Up Bidder ***must***: (a) be in writing, (b) state, with specificity, the legal and factual bases thereof, and (c) be filed with the Court and served on the Notice Parties so as to be ***actually received*** **by no later than July 29, 2024, at 4:00 p.m. (prevailing Eastern Time).**

PLEASE TAKE FURTHER NOTICE that, the Debtors will seek approval of any Sale at a hearing scheduled to commence **on July 31, 2024, at 2:00 p.m. (prevailing Eastern Time)** (the "Sale Hearing") before the Honorable Judge Brendan L. Shannon, United States Bankruptcy Judge for the Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Courtroom No. 1, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that, objections to proposed cure amounts or the potential assumption and assignment of contract on any basis (except objections solely related to adequate assurance of future performance by Successful Bidder) ***must***: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual bases for the objection and the specific grounds therefor; and (d) be filed with the Court and served on the Notice Parties so as to be ***actually received*** **on or within fourteen (14) days following service of any notice of potential assumption and assignment.**

(i) **Proposed Co-Counsel to the Debtors:** Kirkland & Ellis LLP, 601 Lexington Ave, New York, New York 10022, Attn. Joshua A. Sussberg, P.C., Chris Ceresa, Email: joshua.sussberg@kirkland.com, chris.ceresa@kirkland.com -and- Kirkland & Ellis LLP, 333 West Wolf Point Plaza, Chicago, Illinois 60654, Attn.: Spencer Winters, P.C., Yusuf U. Salloum, Rebecca Marston, Email: spencer.winters@kirkland.com, yusuf.salloum@kirkland.com, rebecca.marston@kirkland.com; (ii) **Proposed Co-Counsel to the Debtors:** Cole Schotz, P.C., 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: Patrick J. Reilley, Esq., Email: preilley@coleschotz.com -and- Cole Schotz, P.C., Court Plaza North, 25 Main Street, Hackensack, New Jersey 07601, Attn: Michael D. Sirota, Esq., Email: msirota@coleschotz.com; (iii) **Counsel to the 1L Ad Hoc Group:** Gibson, Dunn & Crutcher LLP, 200 Park Ave, New York, New York 10166, Attn: Scott J. Greenberg, Jason Zachary Goldstein, Joshua Brody, Kevin Liang, Email: sgreenberg@gibsondunn.com, jsgoldstein@gibsondunn.com, jbrody@gibsondunn.com, kliang@gibsondunn.com; (iv) **Proposed Counsel to the Committee:** McDermott Will & Emery LLP, One Vanderbilt Ave, New York, New York 10017, Attn: Darren Azman, Kristin Going, Email: dazman@mwe.com, kgoing@mwe.com -and- McDermott Will & Emery LLP, The Brandywine Building, 1000 N. West Street, Suite 1400, Washington, DC 20036, Attn: Edward Buthusiem, ebuthusiem@thinkbrg.com; (v) **United States Trustee:** Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn. Benjamin A. Hackman, Email: benjamin.a.hackman@usdoj.gov; and (vi) **Stalking Horse Bidder or Back-Up Bidder:** Counsel to any Stalking Horse Bidder or Back-Up Bidder, as applicable

CONSEQUENCES OF FAILING TO TIMELY MAKE AN OBJECTION

ANY PARTY OR ENTITY WHO FAILS TO TIMELY MAKE AN OBJECTION TO THE SALE ON OR BEFORE THE SALE OBJECTION DEADLINE IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN THE APPLICABLE PURCHASE AGREEMENT.

PLEASE TAKE FURTHER NOTICE that copies of the Sale Motion, Bidding Procedures, and Bidding Procedures Order, as well as all related exhibits, is available: (a) free of charge upon request to Omni Agent Solutions, Inc. (the notice and claims agent retained in these chapter 11 cases) by calling (866) 956-2140 (U.S./Canada) or (818) 666-3635 (International); (b) by visiting the website maintained in these chapter 11 cases at https://omniagentsolutions.com/Vyaire; or (c) for a fee via PACER by visiting http://www.deb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE that you may obtain additional information concerning the above-captioned chapter 11 cases at the website maintained in these chapter 11 cases at https://omniagentsolutions.com/Vyaire.

Dated: July 11, 2024, Wilmington, Delaware, */s/ Patrick J. Reilley* **COLE SCHOTZ P.C.,** Patrick J. Reilley, Esq. (DE Bar No. 4451), 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Telephone: (302) 652-3131, Facsimile: (302) 652-3117, Email: preilley@coleschotz.com -and- Michael D. Sirota, Esq. (admitted *pro hac vice*), Warren A. Usatine, Esq (admitted *pro hac vice*), Court Plaza North, 25 Main Street, Hackensack, New Jersey 07601, Telephone: (201) 489-3000, Facsimile: (201) 489-1536, Email: msirota@coleschotz.com, wusatine@coleschotz.com, *Proposed Co-Counsel to the Debtors and Debtors in Possession* -and- **KIRKLAND & ELLIS LLP, KIRKLAND & ELLIS INTERNATIONAL LLP,** Joshua A. Sussberg, P.C. (admitted *pro hac vice*), 601 Lexington Ave, New York, New York 10022, Telephone: (212) 446-4800, Facsimile: (212) 446-4900, Email: joshua.sussberg@kirkland.com -and- Spencer A. Winters, P.C. (admitted *pro hac vice*), Yusuf U. Salloum (admitted *pro hac vice*), 333 West Wolf Point Plaza, Chicago, Illinois 60654, Telephone: (312) 862-2000, Facsimile: (312) 862-2200, Email: spencer.winters@kirkland.com, yusuf.salloum@kirkland.com, *Proposed Co-Counsel to the Debtors and Debtors in Possession*

[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 herein but not otherwise defined shall have the meanings ascribed to such terms in the Sale Motion or Bidding Procedures Order, as applicable.

[3] To the extent that there are any inconsistencies between this notice and the Bidding Procedures Order, the Bidding Procedures Order shall govern in all respects.

[4] The Debtors reserve the right, with the consent of the DIP Lenders, in consultation with the Committee, and in accordance with the Bidding Procedures Order, to file notice on the docket to adjourn key dates and deadlines.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re: iSun, Inc., *et al.*,[1] Debtors. — Chapter 11, Case No. 24-11144 (TMH), (Jointly Administered), RE: D.I. 65 and 183

NOTICE OF SALE BY AUCTION, SALE HEARING, AND DESIGNATION OF STALKING HORSE BIDDER

PLEASE TAKE NOTICE that on June 7, 2024, the above-captioned debtors and debtors in possession (collectively, the "**Debtors**") filed the *Debtors' Motion For Entry Of Orders (A) (I) Approving Bid Procedures In Connection With The Sale Of Substantially All Of The Debtors' Assets, (II) Scheduling An Auction And A Sale Hearing, (III) Approving The Form And Manner Of Notice Thereof, (IV) Authorizing The Debtors To Enter Into The Stalking Horse Agreement, (V) Approving Procedures For The Assumption And Assignment Of Contracts And Leases, And (VI) Granting Related Relief; And (B) (I) Approving The Purchase Agreement; (II)) Approving The Sale Of Substantially All Of The Debtors' Assets Free And Clear; (III) Approving The Assumption And Assignment Of Contracts And Leases; And (IV) Granting Related Relief* [Docket No. 65] (the "**Motion**")[2] with the United States Bankruptcy Court for the District of Delaware (the "**Court**") seeking, among other things, entry of an order (the "**Sale Order**") authorizing and approving: (a) the sale of substantially all of the Debtor's assets (the "**Assets**") free and clear of liens, claims, encumbrances, and other interests, with all such liens, claims, encumbrances, and other interests attaching with the same validity and priority to the sale proceeds, subject to higher or otherwise better offers (the "**Sale**"); and (b) authorizing the assumption and assignment of executory contracts (collectively, the "**Contracts**"). Please note that all capitalized terms used but not defined herein shall have the meanings set forth in the Motion.

[1] The Debtors in these Chapter 11 cases, along with the last four (4) digits of their federal tax identification numbers, are: (i) iSun, Inc. ("iSun") (0172) (ii) Hudson Solar Service, LLC ("Hudson") (1635); (iii) Hudson Valley Clean Energy, Inc. ("Hudson Valley") (8214); (iv) iSun Corporate, LLC ("iSun Corporate") (4391); (v) iSun Energy, LLC ("iSun Energy") (1676); (vi) iSun Industrial, LLC ("iSun Industrial") (4333); (vii) iSun Residential, Inc. ("iSun Residential") (3525); (viii) iSun Utility, LLC ("iSun Utility") (4411) ; (ix) Liberty Electric, Inc. ("Liberty") (8485); (x) Peck Electric Co. ("Peck") (5229); (xi) SolarCommunities , Inc. ("SolarCommunities") (7316); and (xii) Sun CSA 36, LLC ("Sun CSA") (7316); (collectively referred to as the "Debtors"). The Debtors' mailing address is: 400 Avenue D, Suite 10 Williston, Vermont 05495, with copies to Gellert Seitz Busenkell & Brown LLC, Attn: Michael Busenkell, 1201 N. Orange Street, Suite 300, Wilmington, DE 19801.

[2] Capitalized terms not otherwise defined herein shall have the same meaning as in the Motion.

PLEASE TAKE FURTHER NOTICE that the Debtors are soliciting offers for the purchase of the Assets of the Debtors consistent with the Bid Procedures (the "**Bid Procedures**") approved by the Court by entry of an order on July 10, 2024 [Docket No. 183] (the "**Bid Procedures Order**"). **All interested bidders should carefully read the Bid Procedures and Bid Procedures Order.** To the extent that there are any inconsistencies between this notice and the Bid Procedures or Bid Procedures Order, the Bid Procedures or Bid Procedures Order, as applicable, shall govern in all respects.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Bid Procedures Order, Clean Royalties, LLC ("Clean Royalties") has been designated as the Stalking Horse Bidder pursuant to the Stalking Horse Agreement, dated as of July 9, 2024 (the "Stalking Horse Agreement").

PLEASE TAKE FURTHER NOTICE that the Stalking Horse Agreement seeks approval of the sale of substantially all of Debtors' assets to Clean Royalties LLC for a cash purchase price of $10,000,000, plus the assumption of material liabilities (the "**Stalking Horse Bid**").

PLEASE TAKE FURTHER NOTICE that, if the Debtors receive qualified competing bids within the requirements and time frame specified by the Bid Procedures, the Debtors will conduct an auction (the "**Auction**") of the Assets on **July 24, 2024, at 10:00 a.m. (ET)** at the offices of Gellert Seitz Busenkell & Brown, LLC, 1201 N. Orange St., 3rd Floor, Wilmington, DE 19801 (or at any other location as the Debtors may hereafter designate on proper notice). The auction will also be held by Zoom.

PLEASE TAKE FURTHER NOTICE that the Debtors will seek approval of the Sale at a hearing scheduled to commence on or before **July 30, 2024 at 2:00 p.m. (ET)** (the "**Sale Hearing**") before the Honorable Thomas M. Horan, United States Bankruptcy Judge for the Bankruptcy Court for the District of Delaware, at Courtroom No. 6, 5th Floor, 824 N. Market St., Wilmington, DE 19801.

PLEASE TAKE FURTHER NOTICE that, except as otherwise set forth in the Bid Procedures Order with respect to any objections to proposed cure amounts or the assumption and assignment of Contracts, objections to the relief requested in the Motion ***must***: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual basis for the objection and the specific grounds therefor; and (d) be filed with the Court and served so as to be ***actually received*** by **4:00 p.m. (ET) on or before July 23, 2024**, by the following parties (the "**Notice Parties**"):

Counsel to the Debtors	Counsel for the Committee
Gellert Seitz Busenkell & Brown, LLC 1201 N. Orange St. 3rd Floor Wilmington, Delaware 19801 Attn: Michael Busenkell mbusenkell@gsbblaw.com	Benesch Friedlander Coplan & Aronoff LLP, 1313 North Market Street, Suite 1201, Wilmington, DE 19801 6101, Attn: Jennifer Hoover / *jhoover@beneschlaw.com* Kevin Capuzzi / *kcapuzzi@beneschlaw.com* and Seward & Kissel LLP, One Battery Park Plaza, New York, NY 10004, Attn: Robert J. Gayda / *gayda@sewkis.com* Catherine V. LoTempio / *lotempio@sewkis.com*
Counsel to the DIP Lender	**The United States Trustee**
Young Conaway Stargatt & Taylor, LLP Rodney Square, 1000 North King Street Wilmington, Delaware 19801 Attn: Ryan M. Bartley RBartley@ycst.com	Office of the United States Trustee for the District of Delaware J. Caleb Boggs Building 844 King Street Suite 2207 Lockbox 35 Wilmington, Delaware 19801 Attn: Timothy J. Fox Esq.

CONSEQUENCES OF FAILING TO TIMELY MAKE AN OBJECTION

ANY PARTY OR ENTITY WHO FAILS TO TIMELY MAKE AN OBJECTION TO THE SALE ON OR BEFORE THE SALE OBJECTION DEADLINE IN ACCORDANCE WITH THE BID PROCEDURES ORDER MAY BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE DEBTOR'S ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN THE APPLICABLE PURCHASE AGREEMENT.

PLEASE TAKE FURTHER NOTICE that copies of the Sale Motion, Bid Procedures, and Bid Procedures Order, as well as all related exhibits, including the proposed Sale Order, and additional information are available: (a) upon request to Debtors' counsel or (b) for a fee via PACER by visiting ***https://ecf.deb.uscourts.gov/***

Dated: July 10, 2024

GELLERT SEITZ BUSENKELL & BROWN, LLC

/s/ Michael Busenkell
Michael Busenkell (DE 3933)
Amy D. Brown (DE 4077)
Michael Van Gorder (DE 6214)
1201 North Orange Street, Suite 300
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Telephone: (302) 425-5812
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Counsel to the Debtors and Debtors-in- Possession