

**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. 256, 309, and 462

**CERTIFICATION OF COUNSEL REGARDING JOINT STIPULATION BETWEEN
THE DEBTORS AND DELL-METTAWA, LLC REGARDING REJECTION OF LEASE
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 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 is 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").

2. 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,*

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.

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”).

3. Following entry of the Zoll Sale Order, and to facilitate the terms of the Zoll APA, the Debtors, Dell-Mettawa, and Zoll agreed to (i) negotiate the terms of a new lease agreement between Vyaire and Dell-Mettawa, and for which Zoll agreed to serve as a guarantor for Vyaire’s obligations thereunder (the “New Lease”), (ii) the rejection of the Original Lease effective as of October 31, 2024, and (iii) allowance and payment of Dell-Mettawa’s administrative claim for stub rent.

4. The Debtors have shared the *Joint Stipulation Between the Debtors and Dell-Mettawa, LLC Regarding Rejection of Lease in Connection With Zoll Sale* with 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.

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

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Dated: November 25, 2024
Wilmington, Delaware

/s/ Patrick J. Reilley

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