

**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 DEBTORS' PROPOSED ORDER
(I) 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**

PLEASE TAKE NOTICE that, 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] (the "Notice of Successful Bidder"),² (a) designating Zoll Medical Corp. ("Zoll") as a Successful Bidder (the "Purchaser") and Vent Portfolio, LLC (and React Health Holdings, LLC as guarantor), as a Back-Up Bidder, in connection with the sale of certain of the Debtors' Ventilation Assets and (b) disclosing the proposed form of Zoll Asset Purchase Agreement.

PLEASE TAKE FURTHER NOTICE that the proposed form of order to authorize the Sale Transaction under the Zoll Asset Purchase Agreement (the "Sale Order") is attached hereto as **Exhibit A**. The Debtors reserve the right to modify such proposed order prior to the Sale Hearing.

PLEASE TAKE FURTHER NOTICE that the Debtors will seek approval of the sale of such Ventilation Assets to the Purchaser at the Sale Hearing scheduled to commence on

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' 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.

² Capitalized terms used but not defined herein have the meanings given to them in the Notice of Successful Bidder or Bidding Procedures Order (as defined therein), as applicable.

August 26, 2024, at 10:00 a.m. (prevailing Eastern Time) before the Honorable Judge Brendan L. Shannon, United States Bankruptcy Judge for the Bankruptcy Court for the District of Delaware, at 824 North Market Street, 6th Floor, Courtroom No. 1, Wilmington, Delaware 19801. The Sale Hearing may be adjourned by announcement in open Court or on the Court's calendar without any further notice required. The Debtors reserve the right to amend, revise,

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>.

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Dated: August 20, 2024
Wilmington, Delaware

/s/ Patrick J. Reilley

COLE SCHOTZ P.C.

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