Exhibit 1

Zoll Asset Purchase Agreement

[Filed at Docket No. 388]

Exhibit 2

Assumed Contracts Exhibit

[To Be Filed Separately]

Exhibit 3

Transaction Steps Memorandum

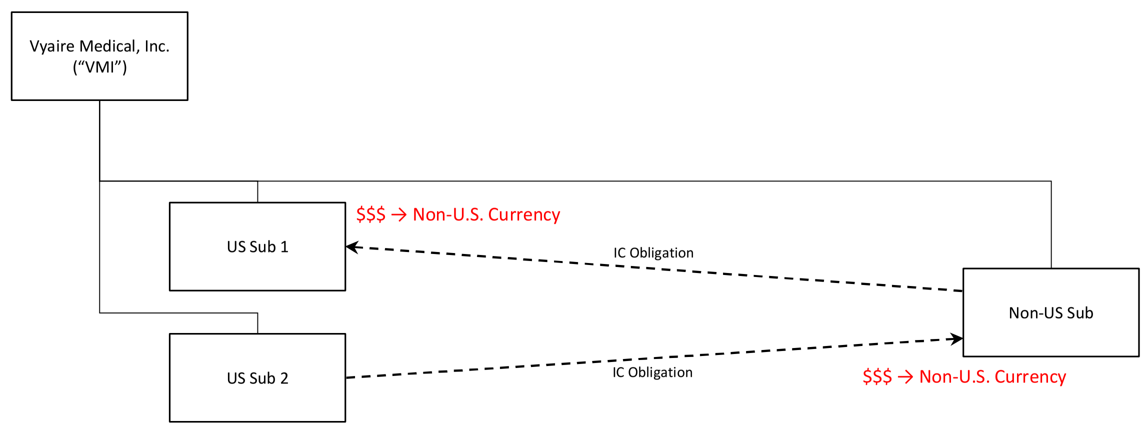
Step 1 (A) – Currency Conversion for Certain IC Obligations

Step 1 (A)

Each intercompany obligation ("**IC Obligation**") for a pre-petition period between a Vyaire U.S. subsidiary and a Vyaire non-U.S. Subsidiary is converted into the local currency of the non-U.S. subsidiary based on the spot price on the date of the conversion (to the extent such amount is not already so denominated).

Notes:

- The conversion into local currency may alternatively occur after the transfer of IC Obligations in Step 1 (B).
- Post-petition IC Obligations will be separately addressed, but are expected to be small compared to pre-petition IC Obligations.



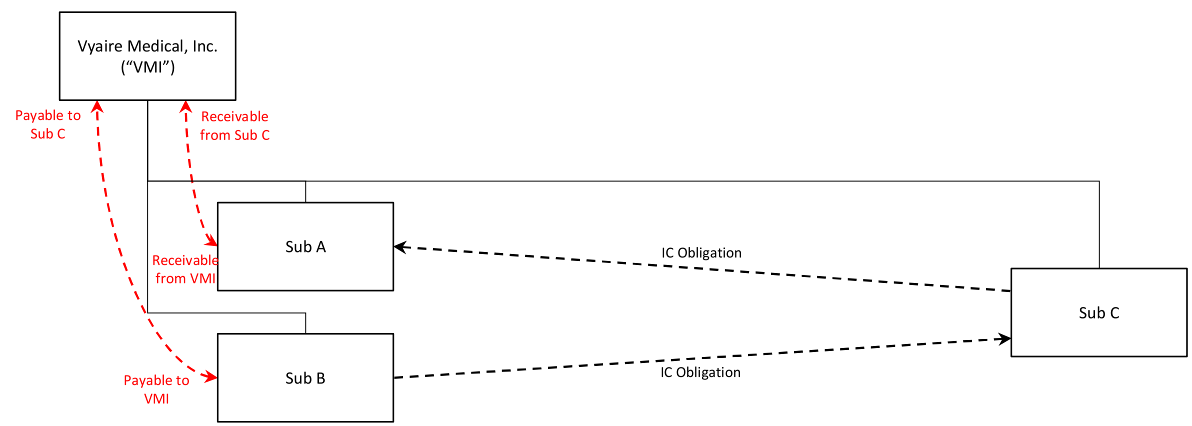
Step 1 (B) – Transfers of IC Obligations to VMI

Step 1 (B)

(i) For all pre-petition IC Obligations involving at least one non-U.S. Vyaire subsidiary**:**

- (a) one party will transfer the receivable (or payable) to Vyaire Medical, Inc. ("**VMI**") in exchange for a corresponding receivable from (or payable to) VMI; and
- (b) with respect to any such payable transferred to VMI, the obligee on such transferred IC Obligation will enter into a novation to release the original obligor and make VMI the new obligor.

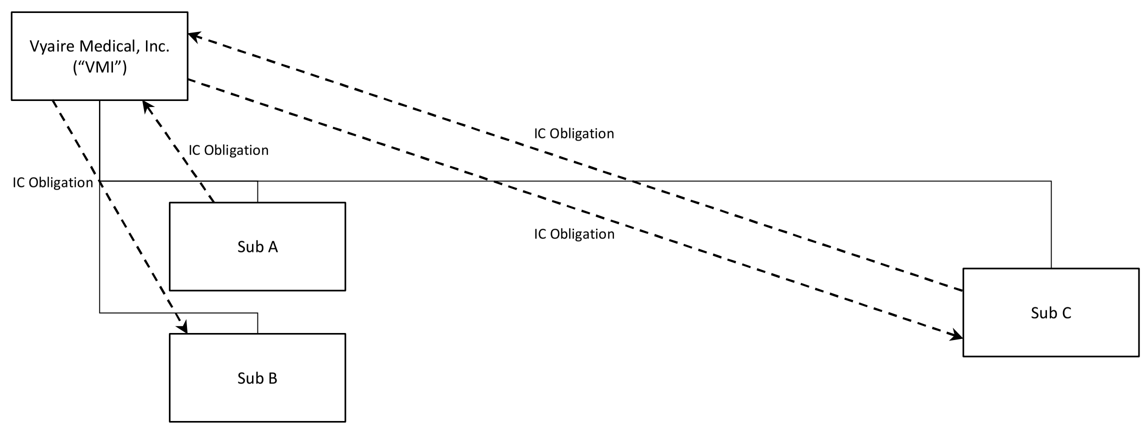
Following the transfers in this Step 1(B), all IC Obligations of non-U.S. Vyaire subsidiaries will either be owed to, or owed from, VMI.



Step 1 (C) – Setoff of IC Obligations

Step 1 (C)

VMI will exercise setoff rights for all IC Obligations between itself and each Vyaire subsidiary, such that, as a result, only a single payable or receivable in the amount of the net obligation will remain outstanding between VMI and each subsidiary.

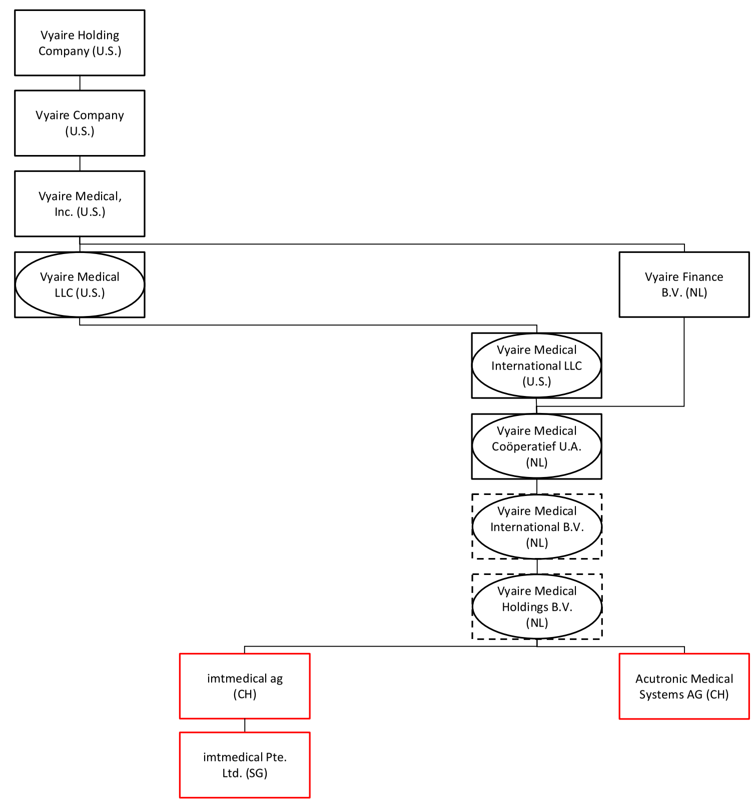


Step 2 – Excess Cash Distributions

Step 2

Each Vyaire subsidiary that will be acquired in the Vents sale pays excess cash to VMI in satisfaction of any IC Obligations owed to VMI, reducing the aggregate amount of payables from non-US subsidiaries to VMI.

Additionally, if permitted under local law, certain of such subsidiaries may be able to pay dividends, which could be further distributed up the chain or used by a parent to satisfy IC Obligations to VMI.



NTD: For simplicity, certain Vyaire subsidiaries are not depicted on this slide.

Exhibit 4

Holdback Schedule

Estimated Holdback Schedule

Holback Details			
($ millions)	**Est. Amts. - US**	**Est. Amts. - International**	**Est. Amts. - Total**
Estimated Employee Related Costs	$ (4.5)	$ (4.2)	**$ (8.7)**
Estimated Post-Petition AP & 503(b)(9) Claims	(1.3)	-	**(1.3)**
Estimated Tax	(0.8)	(5.2)	**(6.0)**
Estimated Wind Down and Other Expenses	(6.4)	(2.7)	**(9.1)**
Total	**$ (13.0)**	**$ (12.1)**	**$ (25.1)**