Exhibit 1

Trudell Asset Purchase Agreement

[*Filed at Docket No. 401*]

Exhibit 2

Assumed Contracts Exhibit

[*To Be Filed*]

Exhibit 3

Transaction Steps Memorandum

Schedule 6.17(a) – Restructuring Transactions

Restructuring of intercompany receivables and payables between the Acquired Entities, Seller and Non-Debtors shall be implemented in three steps:

Step 1 (A)– Transfers of intercompany obligations to Vyaire Medical Inc. ("VMI")

Step 1 (B) – Set-off of intercompany obligations

Step 2 – Transfer of MIM

Step 3 – Sale of RDx business

Assumptions

- All entities are tax resident only in their country of registration (for purposes of double tax treaties as well). There are no foreign permanent establishments for income tax purposes.
- All entities maintain sufficient substance in their country of registration (e.g. office space, own telephone number and email address as well as managing personnel).
- Tax capital contribution account of Vyaire Medical GmbH ("VMG") as at December 31, 2021 amounts to approx. EUR 148m; tax equity of VMG as at December 31, 2021 amounts to approx. EUR 57m. It is assumed that the capital contribution account has not decreased materially since then.
- Tax issues outside the jurisdiction Germany have not been addressed.
- Tax implications other than the immediate German corporate income tax and trade tax implications of the contemplated measures of the Restructuring have not been discussed.
- VMG holds 100% of the shares in MIM Medizinische Instrumente und Monitoring GmbH ("MIM"), which is not Related to the Business. The carve-out of MIM from VMG shall occur by way of a sale and transfer of the shares in MIM to VMI at its fair market value (which is currently expected to be in the amount of approx. USD 30m).

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

<u>Step 1 (A)</u>

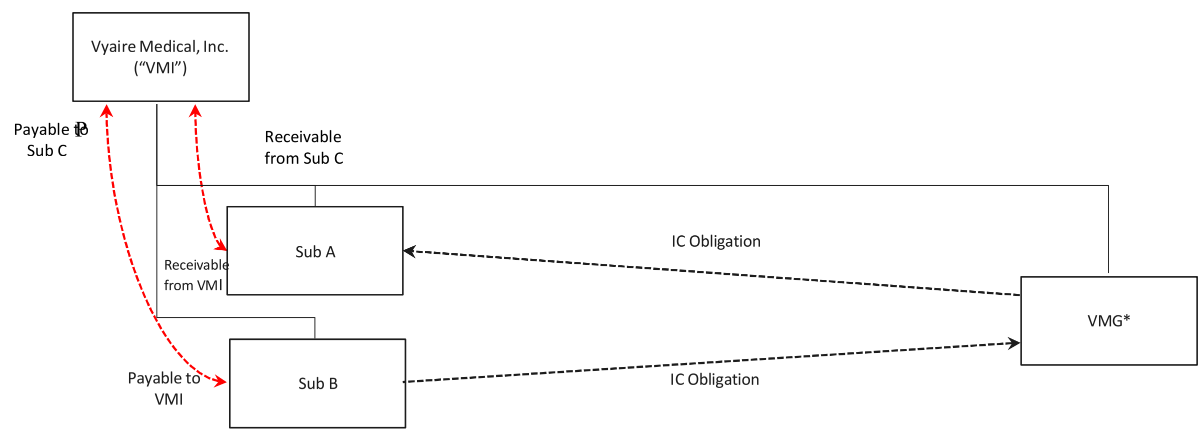
<u>(i)</u> For all pre-petition IC Obligations involving at least one non-U.S. Vyaire subsidiary (such as VMG)**:**

- **<u>(a)</u>** one party will transfer the receivable (or payable) to VMI in exchange for a corresponding receivable from (or payable to) VMI; and
- **<u>(b)</u>** 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 <u>Step 1 (A) (i)</u>, all IC Obligations of non-U.S. Vyaire subsidiaries will either be owed to, or owed from, VMI.

<u>(ii)</u> For any IC Obligations between Vyaire Subsidiaries which will be sold as part of the RDx sale in <u>Step 3</u>**:**

- **<u>(a)</u>** one party will transfer the receivable (or payable) to VMG in exchange for a corresponding receivable from (or payable to) VMG; and
- **<u>(b)</u>** 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 VMG the new obligor.

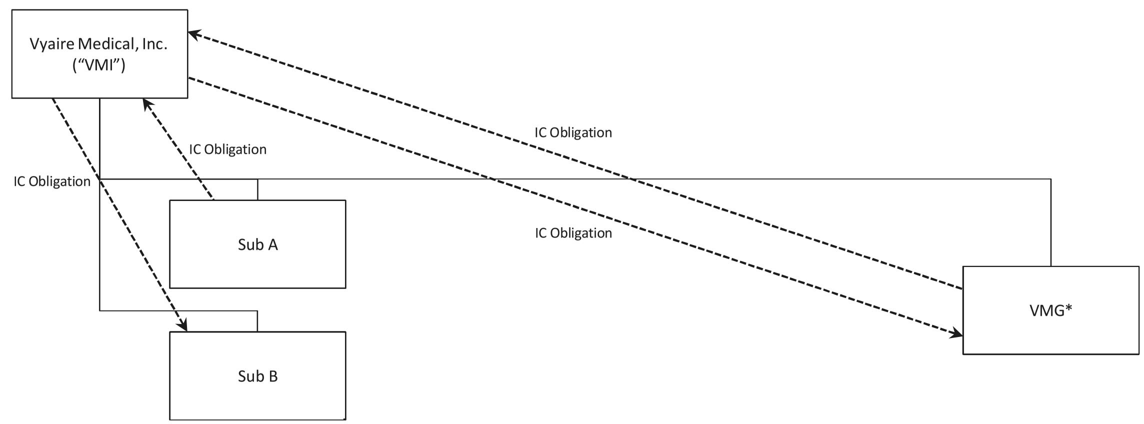


* for illustration purposes the above chart shows the relevant transfers of receivables/payable of VMG only (in essence for each non-U.S. Vyaire subsidiary the same measures and transfers occur.

Step 1 (B) – Set-off of IC Obligations

Step 1 (B)

VMI will exercise set-off rights for all IC Obligations between itself and each respective Vyaire subsidiary (including VMG), 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 (including VMG).



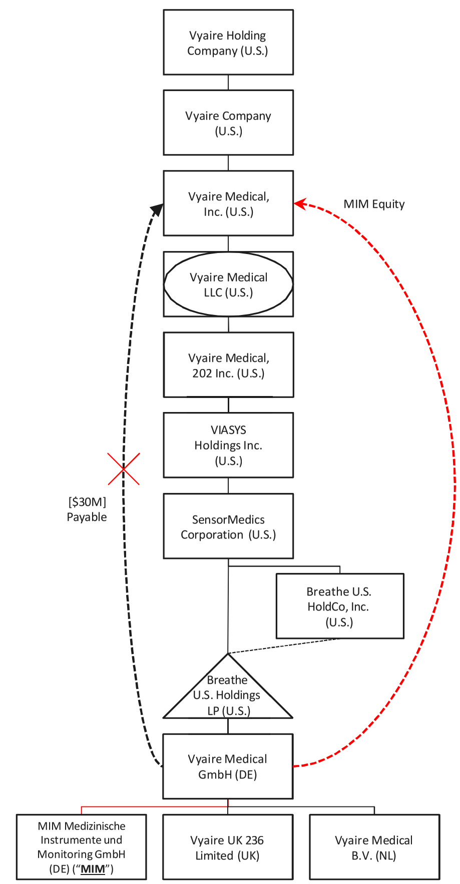
* for illustration purposes the above chart shows the relevant transfers of receivables/payable of VMG only (in essence for each non-U.S. Vyaire subsidiary the same measures and transfers occur.

Step 2 – Transfer of MIM

Step 2

VMI purchases 100% of the outstanding equity in MIM from VMG in satisfaction of a payable owed to Vyaire Medical, Inc. for $[30M].*

***Note**: The purchase price will reflect the FMV of MIM, which depends on the FMV of MIM's assets (including Vents IP), existing liabilities (including tax and pension obligations), and value of any intercompany obligations. Depending on the FMV of MIM and the amount of the IC Obligation from VMG to VMI at the time of the exchange, the payable owed by VMG to VIM may be reduced to a small number or become a receivable.



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

Step 3 – Sale of RDx Business

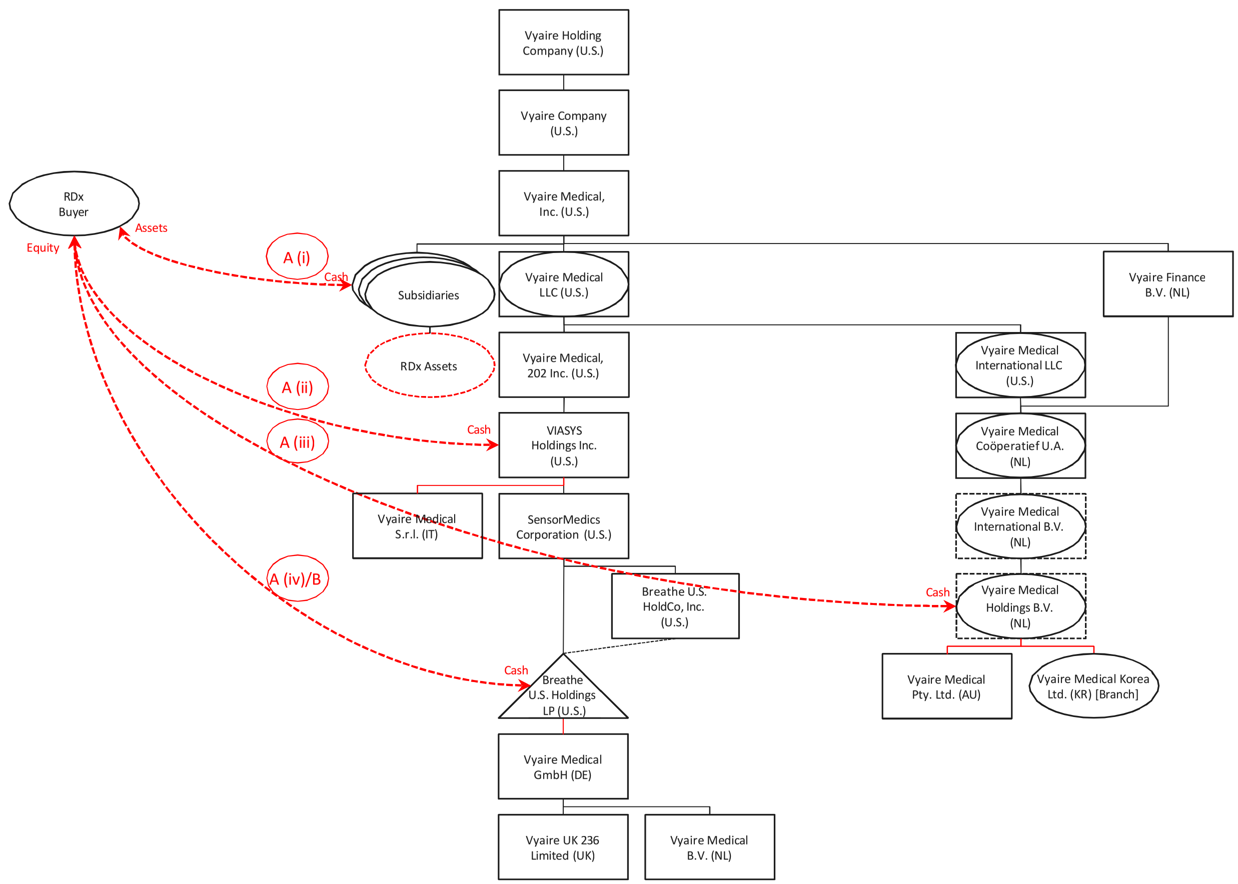
__Step 3__ – At Closing:

__(A)__ RDx Buyer purchases:

- __(i)__ the RDx Assets from the applicable Vyaire subsidiaries for $[●] cash;
- __(ii)__ 100% of the outstanding equity in Vyaire Medical S.r.l. (Italy) from VIASYS Holdings Inc. (U.S.) for $[●] cash;
- __(iii)__ 100% of the outstanding equity in Vyaire Medical Pty. Ltd. (Australia) and Vyaire Medical Korea Ltd. (Korea) from Vyaire Medical Holdings B.V. (Netherlands) for $[●] cash; and
- __(iv)__ 100% of the outstanding equity in VMG from Breathe U.S. Holdings, LP (U.S.) for $[●] cash.

__(B)__ If there remains any outstanding payable owed from VMG to VMI, the RDx Buyer will make a capital contribution through a cash transfer to a bank account of VMG in the course of the acquisition for $[●] cash, which will be remitted through a cash transfer[1] to VMI in satisfaction of such obligation. Otherwise, any receivable owed from VMI to VMG would be written off by VMG.*

***__Note:__** In general, whether VMG is in a payable or receivable position with respect to VMI will depend on the FMV of MIM and the amount of the payable from VMG to VMI at the time of MIM's transfer in __Step 2__.



[1] NTD: Added per Deloitte's request.
__NTD__: For simplicity, certain Vyaire subsidiaries are not depicted on this slide.

Annex – Overview of intercompany receivables / payables

Or	VMI	Post Novation	Need to Move MIM	Managing Rdx Sale	RDX settlement - Germany	at Sale	
	0120 - Vyaire Medical Consumables, LLC	VMI Starting pre Perimter	Sale of MIM @ FMV	RDX - move in Perimter	-ve = write off, +ve = capital contributio	Balance remaining post sales	
0500 - Vyaire Medical Pty Ltd.	3.390.035	3.390.035	0	(3.390.035)		0	
0531 - Vyaire Medical Korea 334 Ltd.	955.037	955.037	0	(955.037)		0	
0704 - Vyaire Medical UK 236 Ltd.	(5.504.606)	(5.504.606)	0	5.504.606		0	
0724 - Vyaire Medical Germany 234 GmbH	(33.227.154)	(33.227.154)	30.000.000	8.778.105	(5.550.951)	0	Receivable written off
0762 - Vyaire Medical Netherlands 238 BV	8.978.102	8.978.102		(8.978.102)		0	
8763 - Vyaire Medical Italy 237 Srl	959.536	959.536	0	(959.536)		0	
	(24.449.049)	(24.449.049)	30.000.000	0	(5.550.951)	0	

Talfourd-Cook, James:
Estimate - FMV TBD

Annex – Overview of intercompany receivables / payables – cont'd.

Name
Compnay Number LC0724
Select Entity Here>>> 0724 - Vyaire Medical Germany 234 GmbH

USD
June EOM 1,000

Trading Partner - Planful	Trading Partner	Country		Other adjustments	FX	Total	Actions: Balance to VMI	Actions: VMI Starting pre Perimter
			USD	USD		USD	USD	
0120 - Vyaire Medical Consumables, LLC	0120	US	(15.510.131)	66.459.622	0	50.949.491	(84.176.645)	(33.227.154)
0141 - Vyaire Medical 211, Inc.	0141	US	0		0	0	0	0
0143 - Vyaire Medical 203, Inc.	0143	US	0		0	0	0	0
0147 - Vyaire Medical 207, Inc.	0147	US	68.813.677	(68.813.677)	0	0	0	0
0150 - Vyaire Medical ULC	0150	Canada	0		0	0	0	0
0194 - Intermed Equipamento Medico Hospitalar LTDA	0194	Brazil	1.129.559		0	1.129.559	(1.129.559)	0
0500 - Vyaire Medical Pty Ltd.	0500	Australia	(56.448)		0	(56.448)	56.448	0
0510 - Vyaire Medical Pte. Ltd.	0510	Singapore	(170.713)	(15.622)	0	(186.335)	186.335	0
0524 - Kingston Medical Device Trading (Shanghai) Co Ltd.	0524	China	0		0	0	0	0
0524A - Kingston Medical Device Trading (Shanghai) Co Ltd.	0524A	China	(11.667.009)		0	(11.667.009)	11.667.009	0
0528 - Kingston Respiratory Malaysia 325 SDN. BHD	0528	Malaysia	0		0	0	0	0
0531 - Vyaire Medical Korea 334 Ltd.	0531	Korea	0		0	0	0	0
0532 - IMT Medical Pte. Ltd.	0532	Singapore	0		0	0	0	0
0532A - IMT Medical Pte. Ltd.	0532A	Singapore	0		0	0	0	0
0560 - Vyaire Medical Turkey Tibbi Cihazlar Ticaret Anonim Sirketi	0560	Turkey	0		0	0	0	0
0700 - Vyaire Medical Products Limited	0700	UK	(6.889.757)		0	(6.889.757)	6.889.757	0
0701 - Vyaire Medical Holdings B.V.	0701	Netherlands	0		0	0	0	0
0702 - CareFusion UK 232 Ltd.	0702	UK	(3.460.919)		0	(3.460.919)	3.460.919	0
0703 - CareFusion UK 235 Limited	0703	UK	(107.443)		0	(107.443)	107.443	0
0704 - Vyaire Medical UK 236 Ltd.	0704	UK	(5.015.384)		0	(5.015.384)	5.015.384	0
0715 - Vyaire Respiratory Diagnostics LLC	0715	US	0		0	0	0	0
0720 - Vyaire GmbH	0720	Germany	(1.256.477)		0	(1.256.477)	1.256.477	0
0722 - Vyaire Medical International B.V.	0722	Netherlands	0		0	0	0	0
0723 - Vyaire Medical Cooperatief U.A.	0723	Netherlands	0		0	0	0	0
0724 - Vyaire Medical Germany 234 GmbH	0724	Germany	(953.186)		0	(953.186)	953.186	0
0725 - MIM Medizinische Instr. Monitoring GmbH	0725	Germany	(2.433.846)		0	(2.433.846)	2.433.846	0
0726 - Advanced Respiratory Care AG	0726	Switzerland	0		0	0	0	0
0727 - Acutronic Medical Systems AG	0727	Switzerland	3.657.333		0	3.657.333	(3.657.333)	0
0729 - imtmedical AG	0729	Switzerland	1.116.377		0	1.116.377	(1.116.377)	0
0730 - Vyaire Medical AB	0730	Sweden	13.957		0	13.957	(13.957)	0
0755 - Vyaire BV	0755	Netherlands	143.215		0	143.215	(143.215)	0
0760 - Vyaire S.r.l. Italy	0760	Italy	(52.589)			(52.589)	52.589	0
0762 - Vyaire Medical Netherlands 238 BV	0762	Netherlands	(12.409.791)			(12.409.791)	12.409.791	0
0765 - Vyaire Finance B.V.	0765	Netherlands	(42.275.130)			(42.275.130)	42.275.130	0
0785 - Vyaire Medical Sarl	0785	Switzerland	0			0	0	0
0785A - Vyaire Medical Sarl	0785A	Switzerland	(3.892)			(3.892)	3.892	0
8785 - Vyaire Medical Sarl	8785	Switzerland	(427.664)			(427.664)	427.664	0
0800 - Vyaire Medical 323 DMCC	0800	Dubai	0			0	0	0
8590 - Vyaire Medical Private Limited	8590	India	(94.200)			(94.200)	94.200	0
8737 - Vyaire Medical Denmark, Filial of Vyaire Medical AB (Denmark Branch)	8737	Denmark	1.114			1.114	(1.114)	0
8763 - Vyaire Medical Italy 237 Srl	8763	Italy	(1.639.582)			(1.639.582)	1.639.582	0

Annex – Overview of intercompany receivables / payables – cont'd.

Company_Default	Comp	Various						
0013 - Vyaire Medical Payroll LLC	0013	US	0		0	0	0	0
0014 - Vyaire Medical BR LLC	0014	US	0		0	0	0	0
0015 - Vyaire Medical MX LLC	0015	US	0		0	0	0	0
0101 - tbd	0101	US	0		0	0	0	0
0110 - Vyaire Financial Holdings LLC	0110	US	0		0	0	0	0
0111 - Vyaire Receivables LLC	0111	US	0		0	0	0	0
0112 - VM Finance Sub LLC	0112	US	0		0	0	0	0
0115 - tbd	0115	US	0		0	0	0	0
0119 - Vital Signs, Inc.	0119	US	0		0	0	0	0
0125 - Vyaire Intermediate Holdco LP	0125	US	0		0	0	0	0
0130 - tbd	0130	US	0		0	0	0	0
0140 - Vyaire Medical 202, Inc.	0140	US	0		0	0	0	0
0144 - Vyaire Medical 205, Inc.	0144	US	0		0	0	0	0
0196 - Productos Urologos de Mexico SA de CV	0196	Mexico	523.183	(523.183)	0	0	0	0
0400 - Vyaire Medical 323 DMCC	0400	Dubai	(1.308.549)		0	(1.308.549)	1.308.549	0
0525A - Vyaire Medical G.K.	0525A	Japan	0	0	0	0	0	0
0529 - Shenzhen Vital Signs-KTL Medical Instruments Co. Ltd.	0529	China	0	0	0	0	0	0
0530 - Vital Signs Hong Kong Limited	0530	Hong Kong	0	0	0	0	0	0
0530A - Vyaire Medical HK Ltd	0530A	Hong Kong	(309.291)	309.291	0	0	0	0
0711 - Vyaire Medical RUS 333 LLC	0711	Russia	0	0	0	0	0	0
0728 - Acutronic Medical Systems Deutschland GmbH	0728	Germany	0	0	0	0	0	0
0735 - Vyaire Medical AS Norway	0735	Norway	0	0	0	0	0	0
0736 - Vyaire Medical Oy Finland	0736	Finland	(21.163)	21.163	0	0	0	0
0745 - Vyaire Medical S.L. Spain	0745	Spain	(7.461)	7.461	0	0	0	0
0750 - Vyaire Medical SAS	0750	France	(4.336)	4.336	0	0	0	0
0763 - tbd	0763	Italy	0			0	0	0
1150 - SensorMedics Corporation	1150	US	(3.827.070)	3.827.070		0	0	0
1151 - Breathe US HoldCo	1151	US	0			0	0	0
1152 - Breathe US Holdings LP	1152	US	0			0	0	0
8000 - Vyaire Holding Company	8000	US	1.276.461	(1.276.461)		0	0	0
8002 - Vyaire Medical, Inc.	8002	US	0			0	0	0
8003 - Vyaire Medical LLC	8003	US	0			0	0	0
8013 - Vyaire Medical Payroll LLC	8013	US	0			0	0	0
8016 - Vyaire Medical International LLC	8016	US	0			0	0	0
8120 - Vyaire Medical Consumables, LLC	8120	US	0			0	0	0
8500 - Vyaire Medical Pty Ltd.	8500	Australia	0			0	0	0
8755 - Vyaire BV	8755	Netherlands	0			0	0	0
			(33.227.154)	0	0	(33.227.154)	0	(33.227.154)

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)**