

**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. 518, 519, 520, 567, 578,
	)	581, & 582

**CERTIFICATION
OF COUNSEL REGARDING
MOTION OF DEBTORS FOR ENTRY OF
AN ORDER (I) APPROVING THE ADEQUACY OF
THE DISCLOSURE STATEMENT ON AN INTERIM AND FINAL
BASIS, (II) SCHEDULING A COMBINED DISCLOSURE STATEMENT
APPROVAL AND PLAN CONFIRMATION HEARING, (III) APPROVING
THE SOLICITATION AND NOTICE PROCEDURES, (IV) APPROVING
THE COMBINED HEARING NOTICE, AND (V) GRANTING RELATED RELIEF**

The undersigned counsel to Vyair 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 September 11, 2024, the Debtors filed the *Joint Chapter 11 Plan of Vyair Medical, Inc. and its Debtor Affiliates* [Docket No. 518] (the “Plan”) and *Disclosure Statement for the Joint Chapter 11 Plan of Vyair Medical, Inc. and its Debtor Affiliates* [Docket No. 519] (the “Disclosure Statement”). The Debtors also filed the *Motion of Debtors for Entry of an Order (I) Approving the Adequacy of the Disclosure Statement on an Interim and Final Basis, (II) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing,*

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.

(III) Approving the Solicitation and Notice Procedures, (IV) Approving the Combined Hearing Notice, and (V) Granting Related Relief [Docket No. 520] (the “Motion”) was filed with the United States Bankruptcy Court for the District of Delaware (the “Court”). Attached thereto as Exhibit A was a proposed form of order granting the relief requested in the Motion (the “Proposed Order”).

2. Pursuant to the *Notice of Motion*, objections or responses to the Motion and entry of the Proposed Order were to be filed and served on the undersigned counsel by September 25, 2024, at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”), except for the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”), the Official Committee of Unsecured Creditors (the “Committee”), Bank of America, N.A. (the “First Lien Agent”), and the 1L Ad Hoc Group, whose Objection Deadline was extended to September 27, 2024.

3. Prior to the Objection Deadline, Cigna Health and Life Insurance Company and Cigna Behavioral Health, Inc. (collectively, “Cigna”) filed the *Objection of Cigna to Disclosure Statement for the Joint Chapter 11 Plan of Vyair Medical, Inc. and its Debtor Affiliates* [Docket No. 567] (the “Cigna Objection”).

4. Prior to the extended Objection Deadline, the Committee filed the *Reservation of Rights Regarding the Motion of Debtors for Entry of an Order (I) Approving the Adequacy of the Disclosure Statement on an Interim and Final Basis, (II) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing, (III) Approving the Solicitation and Notice Procedures, (IV) Approving the Combined Hearing Notice, and (V) Granting Related Relief* [Docket No. 578] (the “Committee Reservation or Rights”) and the Debtors received informal comments to the Plan, Disclosure Statement, and Proposed Order from the U.S. Trustee, counsel to the Committee, counsel to the First Lien Agent, and counsel to the 1L Ad Hoc Group.

5. The Debtors have not received any other objections or other informal comments to the Plan, Disclosure Statement, or Proposed Order.

6. The Debtors revised the Plan, Disclosure Statement, and Proposed Order to address the Cigna Objection, the Committee Reservation of Rights, and the informal comments from the U.S. Trustee, counsel to the Committee, counsel to the First Lien Agent, and counsel to the 1L Ad Hoc Group.²

7. On September 30, 2024, the parties agreed to a revised form of Proposed Order and the Debtors filed the *Notice of Filing Revised Order (I) Approving the Adequacy of the Disclosure Statement on an Interim and Final Basis, (II) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing, (III) Approving the Solicitation and Notice Procedures, (IV) Approving the Combined Hearing Notice, and (V) Granting Related Relief* [Docket No. 585] (the “Revised Proposed Order”), a copy of which is attached hereto as **Exhibit 1**.

8. The Debtors respectfully request that the Court enter the Revised Proposed Order at its earliest convenience.

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² The Debtors also filed amended versions of the Plan and Disclosure Statement at Docket Nos. 581 and 582 incorporating the comments from the U.S. Trustee, counsel to the Committee, counsel to the First Lien Agent, and counsel to the 1L Ad Hoc Group.

Dated: September 30, 2024
Wilmington, Delaware

/s/ Patrick J. Reilley

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