

**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)
	)	
	)	Obj. Deadline: September 20, 2024 at 4:00 p.m. (ET)
	)	

**SUMMARY OF FIRST MONTHLY FEE
APPLICATION OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP,
ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION,
FOR THE PERIOD FROM JUNE 9, 2024 THROUGH AND INCLUDING JUNE 30, 2024**

Name of Applicant:	<u>Kirkland & Ellis LLP</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors in Possession</u>
Date of Retention:	<u>August 5, 2024, effective as of June 9, 2024</u>
Period for which compensation and reimbursement is sought:	June 9, 2024 through June 30, 2024
Amount of Compensation sought as actual, reasonable, and necessary:	\$1,875,844.00 (80 percent of \$2,344,805.00) ²
This is a(n) <u> X </u> monthly <u> </u> interim <u> </u> final application	

¹ The last four digits of Debtor Vyaire 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/Vyaire>. The location of Debtor Vyaire 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 K&E voluntarily reduced its fees and expenses by \$111,369.35 in the Fee Period (as defined herein). Consequently, K&E does not seek payment of these fees and expenses in this Monthly Fee Statement (as defined herein).

**Summary of Hours by Professional Billed From
June 9, 2024 through June 30, 2024**

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Rebecca H. Arnall	Associate	ECEB - Executive Compensation	2017	\$1,095.00	8.50	\$9,307.50
Cooper Barghols	Associate	Corporate - General	2023	\$815.00	6.90	\$5,623.50
Chris Ceresa	Associate	Restructuring	2020	\$1,345.00	120.20	\$161,669.00
Tiffani Chanroo	Associate	Restructuring	2021	\$1,265.00	105.80	\$133,837.00
Kenny Chiaghana	Associate	Restructuring	2023	\$815.00	63.10	\$51,426.50
Dominique Collins	Associate	ECEB - Executive Compensation	2020	\$1,095.00	1.70	\$1,861.50
Joseph A. D'Antonio	Associate	Litigation - General	2021	\$1,185.00	6.00	\$7,110.00
Jaina Desai	Associate	Restructuring	2023	\$815.00	120.60	\$98,289.00
Justin M. Garfinkle	Associate	Technology & IP Transactions	2022	\$975.00	10.30	\$10,042.50
Emanuel Goetz	Associate	Taxation	2024	\$620.00	3.50	\$2,170.00
Palmer Gunderson	Associate	Taxation	2023	\$845.00	33.90	\$28,645.50
David Hackel	Associate	Restructuring	2023	\$975.00	111.70	\$108,907.50
Yoonie Han	Associate	Corporate - Debt Finance	2019	\$1,395.00	18.30	\$25,528.50
Liz Ji	Associate	Taxation	2021	\$1,175.00	15.60	\$18,330.00

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Olivia Kaufmann	Associate	Corporate - Healthcare	2023	\$975.00	20.40	\$19,890.00
Sooah Kim	Associate	ECEB - Employee Benefits	2022	\$975.00	4.60	\$4,485.00
Brian King	Associate	Corporate - Healthcare	2017	\$1,345.00	3.60	\$4,842.00
Maggie Kate King	Associate	Technology & IP Transactions	2021	\$1,095.00	14.50	\$15,877.50
Sabrina Lieberman	Associate	Restructuring	2023	\$815.00	137.90	\$112,388.50
Savannah Malnar-Cole	Associate	Antitrust/ Competition	2023	\$1,095.00	9.10	\$9,964.50
Jennifer Mancini	Associate	Litigation - General	2022	\$925.00	1.50	\$1,387.50
Rebecca J. Marston	Associate	Restructuring	2021	\$1,265.00	128.60	\$162,679.00
Grant McClernon	Associate	Corporate - Healthcare	2023	\$815.00	2.00	\$1,630.00
Ruan J. Meintjes	Associate	Corporate - Healthcare	2022	\$975.00	28.60	\$27,885.00
Julienne Miranda	Associate	Corporate - General	2023	\$815.00	15.90	\$12,958.50
Michael William Morgan	Associate	Corporate - General	2022	\$975.00	9.70	\$9,457.50
Jai Mudhar	Associate	Restructuring	2020	\$1,265.00	7.00	\$8,855.00
Trent Nachbar	Associate	Corporate - M&A/Private Equity	2022	\$1,095.00	32.80	\$35,916.00
Dan O'Connor	Associate	Corporate - M&A/Private Equity	2021	\$1,265.00	62.50	\$79,062.50

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Sarah Osborne	Associate	Restructuring	2023	\$815.00	104.30	\$85,004.50
Carolin Paus	Associate	Restructuring	2023	\$620.00	35.10	\$21,762.00
Joseph Cermak Profancik	Associate	Corporate - Debt Finance	2022	\$975.00	18.30	\$17,842.50
Joshua Raphael	Associate	Restructuring	2023	\$975.00	16.80	\$16,380.00
Adrian Salmen	Associate	Restructuring	2021	\$1,095.00	29.70	\$32,521.50
Seth Sanders	Associate	Restructuring	2021	\$1,095.00	84.60	\$92,637.00
Florian Schuette	Associate	Taxation	2023	\$750.00	1.50	\$1,125.00
Scottie Shermetaro	Associate	Technology & IP Transactions	2018	\$1,395.00	22.20	\$30,969.00
Noah Spector	Associate	Litigation - General	2021	\$1,075.00	0.50	\$537.50
Matt Swanson	Associate	Environment - Transactional	2021	\$1,265.00	0.70	\$885.50
Kyle Nolan Trevett	Associate	Restructuring	2020	\$1,095.00	71.50	\$78,292.50
Paul Vasiloff	Associate	ECEB - Labor/ Employment	2021	\$1,265.00	5.80	\$7,337.00
Donatus Wang	Associate	Restructuring	2022	\$905.00	36.20	\$32,761.00
Quin Wetzel	Associate	Restructuring	2023	\$815.00	54.70	\$44,580.50
Ann-Kathrin Ziegler	Associate	Restructuring	2018	\$1,050.00	12.00	\$12,600.00

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Kon Asimacopoulos	Partner	Restructuring	2000	\$2,305.00	28.20	\$65,001.00
Marin Boney	Partner	Antitrust/ Competition	2008	\$1,885.00	1.60	\$3,016.00
John G. Caruso	Partner	Real Estate	1992	\$2,115.00	2.70	\$5,710.50
Adam Thomas Clifford, P.C.	Partner	Corporate - M&A/Private Equity	2013	\$1,995.00	6.40	\$12,768.00
Bernadette Coppola	Partner	Technology & IP Transactions	2013	\$1,575.00	18.10	\$28,507.50
Hannah Crawford	Partner	Restructuring	2015	\$1,595.00	1.80	\$2,871.00
Tabitha J. De Paulo	Partner	Litigation - General	2015	\$1,435.00	16.80	\$24,108.00
Anthony M. Del Rio	Partner	Corporate - Healthcare	2014	\$1,595.00	18.70	\$29,826.50
Michael Ehret	Partner	Taxation	2001	\$1,895.00	15.70	\$29,751.50
Susan D. Golden	Partner	Restructuring	1988	\$1,600.00	3.20	\$5,120.00
Luci Hague	Partner	International Trade	2015	\$1,575.00	0.20	\$315.00
Kate Hardey	Partner	Corporate - Healthcare	2003	\$1,995.00	12.00	\$23,940.00
Erik Hepler	Partner	Corporate - Debt Finance	1990	\$2,115.00	0.20	\$423.00
Andrew Idrizovic, P.C.	Partner	Corporate - Debt Finance	2009	\$1,995.00	3.00	\$5,985.00
Partha Kar	Partner	Restructuring	2002	\$2,305.00	11.90	\$27,429.50

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Daniel Lewis, P.C.	Partner	Technology & IP Transactions	2008	\$1,910.00	7.50	\$14,325.00
Sean McClay	Partner	Corporate - Debt Finance	2018	\$1,575.00	8.50	\$13,387.50
Mark McKane, P.C.	Partner	Litigation - General	1999	\$2,065.00	1.40	\$2,891.00
Maureen D. O'Brien	Partner	ECEB - Employee Benefits	1998	\$2,115.00	6.00	\$12,690.00
Evangelia Podaras	Partner	ECEB - Labor/Employment	2016	\$1,575.00	0.90	\$1,417.50
Scott D. Price, P.C.	Partner	ECEB - Executive Compensation	1998	\$2,245.00	2.90	\$6,510.50
Risa Salins	Partner	ECEB - Labor/Employment	2002	\$2,115.00	2.60	\$5,499.00
Yusuf Salloum	Partner	Restructuring	2018	\$1,595.00	72.40	\$115,478.00
Josh Sussberg, P.C.	Partner	Restructuring	2004	\$2,305.00	5.50	\$12,677.50
Paul D. Tanaka, P.C.	Partner	Environment - Transactional	2003	\$2,115.00	3.10	\$6,556.50
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	\$1,820.00	22.50	\$40,950.00
Sarah Ullathorne	Partner	Restructuring	2004	\$1,575.00	1.20	\$1,890.00
Nicholas Warther	Partner	Taxation	2017	\$1,665.00	21.30	\$35,464.50
Cristina Weidner	Partner	Restructuring	2005	\$1,665.00	5.90	\$9,823.50
Spencer A. Winters, P.C.	Partner	Restructuring	2013	\$1,685.00	45.60	\$76,836.00

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Sara B. Zablotney, P.C.	Partner	Taxation	2003	\$2,445.00	6.30	\$15,403.50
Totals					1,952.80	\$2,281,834.50

Compensation By Project Category
From June 9, 2024 through June 30, 2024

Matter Number	Project Category Description	Total Hours	Total Fees
4	Chapter 11 Filing & First Day Pleadings	429.70	\$468,189.00
5	Corporate & Governance Matters	74.10	\$75,642.50
6	Disclosure Statement/Plan/Confirmation	192.70	\$198,253.50
7	DIP Financing and Cash Collateral	133.50	\$158,836.50
8	Cash Management	2.90	\$3,668.50
9	Automatic Stay Issues	2.80	\$2,651.00
10	Asset Sales/Section 363 Issues: Use, Sale & Disposition of Property	572.80	\$706,449.50
11	Executory Contracts and Unexpired Leases	29.80	\$28,606.00
12	Business Operations	51.50	\$48,045.50
13	Claims Administration	17.50	\$17,351.50
14	Schedules and Statements (SOFAs)	30.70	\$34,467.50
15	Creditor and Stakeholder Communications	9.80	\$8,472.00
16	U.S. Trustee Matters and Communication	1.40	\$1,726.00
17	Hearings	22.40	\$30,967.00
18	Insurance and Surety Matters	1.20	\$1,026.00
19	Utilities	13.60	\$13,824.00
20	Tax Matters	102.40	\$142,679.50
21	Case Administration	103.50	\$101,014.50
22	Retention – K&E	149.60	\$139,606.00
23	Retention – Non-K&E	65.30	\$64,777.50
24	Vendor Matters	19.30	\$21,509.50
25	Litigation	18.30	\$23,939.50
27	Non-Working Travel	13.50	\$16,073.50
28	Creditors' Committee Matters	9.20	\$9,859.00
29	Employee and Labor Matters	16.80	\$27,170.00
Total		2,084.30	\$2,344,805.00

Expense Summary

Expense	Unit Cost (if applicable)	Amount
Third Party Telephone Charges		\$0.00
Standard Copies or Prints	\$0.10	\$357.30
Binding		\$0.00
Tabs/Indexes/Dividers		\$0.00
Color Copies or Prints		\$454.30
Local Transportation		\$62.79
Travel Expense		\$1,344.44
Airfare		\$2,133.93
Transportation to/from airport		\$386.99
Travel Meals		\$37.98
Other Court Costs and Fees		\$10,350.90
Working Meals/K&E Only		\$978.89
Outside Retrieval Service		\$2,074.20
Computer Database Research		\$77.00
Westlaw Research		\$893.17
Overtime Transportation		\$386.74
Overtime Meals - Non-Attorney		\$0.00
Overtime Meals - Attorney		\$117.63
Document Services Overtime		\$0.00
Rental Expenses		\$5,142.16
Miscellaneous Office Expenses		\$0.00
Overnight Delivery - Hard		\$242.67
Total		\$25,041.09

**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)
)

) **Obj. Deadline: September 20, 2024 at 4:00 p.m. (ET)**
)

**FIRST MONTHLY FEE APPLICATION OF
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP,
ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION,
FOR THE PERIOD FROM JUNE 9, 2024 THROUGH AND INCLUDING JUNE 30, 2024**

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code, (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 9, 2024*, dated August 5, 2024 [Docket No. 350] (the “Retention Order”), the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief*, dated July 9, 2024 [Docket No. 218] (the “Interim Compensation Order”), and the Local Rules for the United States Bankruptcy Court District of Delaware (the “Bankruptcy Local Rules”), the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “K&E”), counsel for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby files

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.

this monthly fee statement (this “Monthly Fee Statement”) for: (i) compensation in the amount of \$1,875,844.00 (80% of \$2,344,805.00) for the reasonable and necessary legal services K&E rendered to the Debtors from June 9, 2024 through June 30, 2024 (the “Fee Period”); and (ii) reimbursement for the actual and necessary expenses that K&E incurred, in the amount of \$25,041.09 during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

1. In support of this Monthly Fee Statement, attached are the following exhibits:
 - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by K&E partners, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories K&E established in accordance with its internal billing procedures. As reflected in **Exhibit A**, K&E incurred \$2,334,805.00 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, K&E seeks reimbursement for 80% of such fees (\$1,875,844 in the aggregate).
 - **Exhibit B** is a schedule providing certain information regarding the K&E attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of K&E have expended a total of 2,084.30 hours in connection with these chapter 11 cases during the Fee Period.
 - **Exhibit C** is a schedule for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which K&E is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for K&E’s out-of-pocket expenses.
 - **Exhibit D** consists of K&E’s records of fees and expenses incurred during the Fee Period in the rendition of the professional services to the Debtors and their estates.²

Representations

2. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due

² K&E has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

to delays caused by accounting and processing during the Fee Period. K&E reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Bankruptcy Local Rules, and the Interim Compensation Order.

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WHEREFORE, K&E requests allowance of its fees and expenses incurred during the Fee Period in the total amount of \$1,900,855.09 consisting of (a) \$1,875,844.00, which is 80% of the fees incurred by the Debtors for reasonable and necessary professional services rendered by K&E; and (b) \$25,041.09 for actual and necessary costs and expenses, and that such fees and expenses be paid as administrative expenses of the Debtors' estates.

Dated: August 30, 2024
Wilmington, Delaware

/s/ Patrick J. Reilley

COLE SCHOTZ P.C.

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