

**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)

Re: Docket Nos. 518, 519, 520 & 521

**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 AND PLAN CONFIRMATION HEARING,
(III) APPROVING THE SOLICITATION AND NOTICE PROCEDURES, (IV) APPROVING
THE COMBINED HEARING NOTICE, AND (V) GRANTING RELATED RELIEF**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11 cases of Vyair Medical, Inc. and its debtor affiliates (collectively, the “Debtors”), by and through its undersigned counsel, hereby files this reservation of rights (this “Reservation”) to the *Motion of the 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. 520] (the “Motion”) and conditional approval of the *Disclosure Statement for the Joint Chapter 11 Plan of Vyair Medical, Inc. and its Debtor Affiliates* [Docket No. 519] (the “Disclosure Statement”). In support of this Reservation, the Committee respectfully states as follows:

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.

RESERVATION OF RIGHTS

1. It is the Committee's intention, wherever possible, to work with the Debtors in good faith to resolve any issues that may arise among the parties, and the Committee understands that changes to the release mechanisms in the *Joint Chapter 11 Plan of Vyair Medical, Inc. and its Debtor Affiliates* [Docket No. 518] (the "Plan") are being implemented to address the Committee's concerns regarding the mechanism for deeming consent to proposed third party releases. To the extent those changes are not made, the Committee reserves its right to argue the opt out release mechanism at the hearing.

2. The Committee also provided comments to the Disclosure Statement to Debtors' counsel to address our disclosure related objections to the Motion, and further reserves all rights to the extent the comments are not incorporated into the solicitation version of the Disclosure Statement. A copy of the redline reflecting the Committee's comments to the Disclosure Statement is attached hereto as **Exhibit A**.

3. Unless and until these changes are made to the Disclosure Statement and solicitation materials, the Court should deny approval of the Disclosure Statement on a conditional basis.

4. Furthermore, the Committee does not currently support the Plan and also reserves all of its rights to object to final approval of the Disclosure Statement and confirmation of the Plan.

Dated: September 27, 2024
Wilmington, Delaware

McDERMOTT WILL & EMERY LLP

/s/ Maris J. Kandestin

David R. Hurst (I.D. No. 3743)
Maris J. Kandestin (I.D. No. 5294)
The Brandywine Building
1000 N. West Street, Suite 1400
Wilmington, DE 19801
Telephone: (302) 485-3900
Facsimile: (302) 351-8711
E-Mail: dhurst@mwe.com
mkandestin@mwe.com

- and -

Darren Azman (admitted *pro hac vice*)
Kristin Going (admitted *pro hac vice*)
One Vanderbilt Avenue
New York, NY 10017
Telephone: (212) 547-5400
Facsimile: (212) 547-5444
E-Mail: dazman@mwe.com
kgoing@mwe.com

*Counsel to the Official Committee
of Unsecured Creditors*