

**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: October 30, 2024, at 4:00 p.m. (ET)

**SUMMARY OF THIRD MONTHLY FEE APPLICATION OF
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP,
ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE
PERIOD FROM AUGUST 1, 2024, THROUGH AND INCLUDING AUGUST 31, 2024**

Name of Applicant:

Kirkland & Ellis LLP

Authorized to Provide Professional Services to:

Debtors and Debtors in Possession

Date of Retention:

August 5, 2024, effective as of June 9, 2024

Period for which compensation
and reimbursement is sought:

August 1, 2024, through August 31, 2024

Amount of Compensation sought as actual,
reasonable and necessary:

\$2,794,772.80 (80 percent of \$3,493,466.00)²

Amount of Expense reimbursement sought as Actual, reasonable, and necessary:

\$6,007.31³

This is a(n) X monthly interim final application

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.

² K&E voluntarily reduced its fees by \$60,546.25 in the Fee Period (as defined herein). Consequently, K&E does not seek payment of these fees in this Monthly Fee Statement (as defined herein).

³ K&E voluntarily reduced its expenses by \$18.48 in the Fee Period (as defined herein). Consequently, K&E does not seek payment of these expenses in this Monthly Fee Statement (as defined herein).

Prior Applications

		Requested		Approved	
Date Filed; Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
August 30, 2024 [Docket No. 489]	June 9, 2024 – June 30, 2024	\$1,875,844.00 (80% of \$2,344,805.00)	\$25,041.09		
October 3, 2024 [Docket No. 604]	July 1, 2024 - July 31, 2024	\$2,796,646.00 (80% of \$3,495,807.50)	\$33,951.83		
Total		\$4,672,490.00	\$58,992.92	\$	\$

**Summary of Hours by Professional Billed From
August 1, 2024, through August 31, 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	\$1,265.00	8.20	\$10,373.00
Cooper Barghols	Associate	Corporate - General	2023	\$975.00	1.20	\$1,170.00
Samantha Bradley	Associate	Technology & IP Transactions	2019	\$1,345.00	7.00	\$9,415.00
Chris Ceresa	Associate	Restructuring	2020	\$1,395.00	202.60	\$282,627.00
Tiffani Chanroo	Associate	Restructuring	2021	\$1,345.00	154.30	\$207,533.50
Kenny Chiaghana	Associate	Restructuring	2023	\$975.00	52.30	\$50,992.50
Erica D. Clark	Associate	Restructuring	2019	\$1,595.00	104.90	\$167,315.50
Joseph A. D'Antonio	Associate	Litigation - General	2021	\$1,235.00	6.10	\$7,533.50
Jaina Desai	Associate	Restructuring	2023	\$975.00	219.20	\$213,720.00

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Shareen Dhillon	Associate	Technology & IP Transactions	2018	\$1,265.00	2.00	\$2,530.00
Luke Finn	Associate	Corporate - M&A/Private Equity	2021	\$1,345.00	175.50	\$236,047.50
Justin M. Garfinkle	Associate	Technology & IP Transactions	2022	\$1,095.00	39.20	\$42,924.00
Emanuel Goetz	Associate	Taxation	2024	\$750.00	38.40	\$28,800.00
Palmer Gunderson	Associate	Taxation	2023	\$995.00	72.50	\$72,137.50
David Hackel	Associate	Restructuring	2023	\$1,095.00	10.10	\$11,059.50
Olivia Kaufmann	Associate	Corporate - Healthcare	2023	\$1,095.00	4.70	\$5,146.50
Sooah Kim	Associate	ECEB - Employee Benefits	2022	\$1,095.00	9.20	\$10,074.00
Maggie Kate King	Associate	Technology & IP Transactions	2021	\$1,265.00	22.70	\$28,715.50
Sabrina Lieberman	Associate	Restructuring	2023	\$975.00	39.90	\$38,902.50
Rebecca J. Marston	Associate	Restructuring	2021	\$1,345.00	75.90	\$102,085.50
Brandan Matthews	Associate	Corporate - M&A/Private Equity	2021	\$1,345.00	61.50	\$82,717.50
Ruan J. Meintjes	Associate	Corporate - Healthcare	2022	\$1,095.00	23.80	\$26,061.00
Jai Mudhar	Associate	Restructuring	2020	\$1,345.00	7.90	\$10,625.50
Trent Nachbar	Associate	Corporate - M&A/Private Equity	2022	\$1,265.00	29.80	\$37,697.00

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Dan O'Connor	Associate	Corporate - M&A/Private Equity	2021	\$1,345.00	70.30	\$94,553.50
Sarah Osborne	Associate	Restructuring	2023	\$975.00	66.80	\$65,130.00
Carolyn Paus	Associate	Restructuring	2023	\$750.00	5.00	\$3,750.00
D. Taylor Petersen	Associate	Corporate - General	2023	\$975.00	0.70	\$682.50
Joseph Cermak Profancik	Associate	Corporate - Debt Finance	2022	\$1,095.00	1.50	\$1,642.50
Joshua Raphael	Associate	Restructuring	2023	\$1,095.00	62.00	\$67,890.00
Adrian Salmen	Associate	Restructuring	2021	\$1,265.00	3.10	\$3,921.50
Seth Sanders	Associate	Restructuring	2021	\$1,265.00	10.00	\$12,650.00
Scottie Shermetaro	Associate	Technology & IP Transactions	2018	\$1,575.00	94.10	\$148,207.50
Noah Spector	Associate	Litigation - General	2021	\$1,185.00	10.30	\$12,205.50
Matt Swanson	Associate	Environment - Transactional	2021	\$1,345.00	1.60	\$2,152.00
Kyle Nolan Trevett	Associate	Restructuring	2020	\$1,265.00	27.80	\$35,167.00
Paul Vasiloff	Associate	ECEB - Labor/Employment	2021	\$1,345.00	4.80	\$6,456.00
Donatus Wang	Associate	Restructuring	2022	\$960.00	4.20	\$4,032.00
Quin Wetzel	Associate	Restructuring	2023	\$975.00	33.90	\$33,052.50

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Ann-Kathrin Ziegler	Associate	Restructuring	2018	\$1,070.00	3.50	\$3,745.00
John G. Caruso	Partner	Real Estate	1992	\$2,115.00	2.70	\$5,710.50
Bernadette Coppola	Partner	Technology & IP Transactions	2013	\$1,575.00	21.70	\$34,177.50
Hannah Crawford	Partner	Restructuring	2015	\$1,595.00	2.30	\$3,668.50
Sion Davies	Partner	Antitrust/Competition	2016	\$1,575.00	2.50	\$3,937.50
Tabitha J. De Paulo	Partner	Litigation - General	2015	\$1,435.00	48.00	\$68,880.00
Anthony M. Del Rio	Partner	Corporate - Healthcare	2014	\$1,595.00	19.30	\$30,783.50
Michael Ehret	Partner	Taxation	2001	\$1,895.00	81.10	\$153,684.50
Emma L. Flett	Partner	Technology & IP Transactions	2009	\$2,115.00	5.40	\$11,421.00
Kate Hardey	Partner	Corporate - Healthcare	2003	\$1,995.00	14.30	\$28,528.50
Partha Kar	Partner	Restructuring	2002	\$2,305.00	0.50	\$1,152.50
Daniel Lewis, P.C.	Partner	Technology & IP Transactions	2008	\$1,910.00	15.40	\$29,414.00
Mark McKane, P.C.	Partner	Litigation - General	1999	\$2,065.00	3.10	\$6,401.50
Alisa Melekhina	Partner	Litigation - General	2015	\$1,595.00	4.90	\$7,815.50
Maureen D. O'Brien	Partner	ECEB - Employee Benefits	1998	\$2,115.00	6.50	\$13,747.50

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Evangelia Podaras	Partner	ECEB - Labor/Employment	2016	\$1,575.00	8.10	\$12,757.50
William T. Pruitt	Partner	Litigation - General	2004	\$1,695.00	0.50	\$847.50
Jay M. Ptashek, P.C.	Partner	Corporate - Debt Finance	1993	\$2,245.00	2.00	\$4,490.00
Risa Salins	Partner	ECEB - Labor/Employment	2002	\$2,115.00	4.00	\$8,460.00
Yusuf Salloum	Partner	Restructuring	2018	\$1,595.00	27.60	\$44,022.00
Anna Schwander	Partner	Corporate - Capital Markets	2002	\$1,315.00	5.40	\$7,101.00
Jessica H. Sicsu	Partner	Corporate - M&A/Private Equity	2002	\$1,745.00	0.70	\$1,221.50
Josh Sussberg, P.C.	Partner	Restructuring	2004	\$2,305.00	0.30	\$691.50
Paul D. Tanaka, P.C.	Partner	Environment - Transactional	2003	\$2,115.00	5.00	\$10,575.00
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	\$1,820.00	178.90	\$325,598.00
Nicholas Warther	Partner	Taxation	2017	\$1,665.00	68.30	\$113,719.50
Spencer A. Winters, P.C.	Partner	Restructuring	2013	\$1,685.00	157.50	\$265,387.50
Sara B. Zablotney, P.C.	Partner	Taxation	2003	\$2,445.00	32.80	\$80,196.00
Totals					2,487.30	\$3,455,830.50

Compensation By Project Category
From August 1, 2024, through August 31, 2024

Matter Number	Project Category Description	Total Hours	Total Fees
5	Corporate & Governance Matters	22.00	\$28,679.00
6	Disclosure Statement/Plan/Confirmation	49.80	\$51,764.00
7	DIP Financing and Cash Collateral	64.00	\$89,476.00
10	Asset Sales/Section 363 Issues: Use, Sal	1,810.20	\$2,511,893.00
11	Executory Contracts & Unexpired Leases	18.00	\$23,463.00
12	Business Operations	26.00	\$35,603.00
13	Claims Administration	24.00	\$24,729.00
15	Creditor and Stakeholder Communications	10.00	\$10,822.00
16	U.S. Trustee Matters and Communications	9.60	\$10,690.00
17	Hearings	5.60	\$8,686.00
18	Insurance and Surety Matters	2.30	\$2,602.50
20	Tax Matters	293.00	\$446,939.00
21	Case Administration	84.50	\$67,796.50
22	Retention - K&E	69.40	\$60,650.00
23	Retention - Non K&E	16.20	\$17,867.00
24	Vendor Matters	3.20	\$3,120.00
25	Litigation	45.90	\$61,632.50
27	Non-Working Travel	16.80	\$25,073.00
29	Employee and Labor Matters	7.50	\$11,980.50
Total		2,578.00	\$3,493,466.00

Expense Summary

Expense	Unit Cost (if applicable)	Amount
Standard Copies or Prints		\$19.30
Binding		\$0.00
Tabs/Indexes/Dividers		\$0.00
Color Copies or Prints		\$84.15
Local Transportation		\$740.33
Travel Expense		\$1,810.60
Airfare		\$1,508.00
Travel Meals		\$242.15
Court Reporter Fee/Deposition		\$72.90
Working Meals/K&E Only		\$27.30
Computer Database Research		\$229.00
Overtime Transportation		\$665.04
Overtime Meals - Attorney		\$608.54
Miscellaneous Office Expenses		\$0.00
Total		\$6,007.31

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

VYAIRE MEDICAL, INC., *et al.*,¹

Debtors.

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Chapter 11

Case No. 24-11217 (BLS)

(Jointly Administered)

Obj. Deadline: October 30, 2024, at 4:00 p.m. (ET)

**THIRD MONTHLY FEE APPLICATION OF
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP,
ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE
PERIOD FROM AUGUST 1, 2024, THROUGH AND INCLUDING AUGUST 31, 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 this monthly fee statement (this “Monthly Fee Statement”) for: (i) compensation in the amount of

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.

\$2,794,772.80 (80% of \$3,493,466.00) for the reasonable and necessary legal services K&E rendered to the Debtors from August 1, 2024 through August 31, 2024 (the “Fee Period”); and (ii) reimbursement for the actual and necessary expenses that K&E incurred, in the amount of \$6,007.31 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 \$3,493,466.00 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, K&E seeks reimbursement for 80% of such fees (\$2,794,772.80 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 2,578.00 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 to delays caused by accounting and processing during the Fee Period. K&E reserves the right to

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.

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 \$2,800,780.11 consisting of (a) \$2,794,772.80, which is 80% of the fees incurred by the Debtors for reasonable and necessary professional services rendered by K&E; and (b) \$6,007.31 for actual and necessary costs and expenses, and that such fees and expenses be paid as administrative expenses of the Debtors' estates.

Dated: October 9, 2024
Wilmington, Delaware

/s/ Patrick J. Reilley

COLE SCHOTZ P.C.

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