

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

In re:

VYAIRE MEDICAL, Inc.,¹

Debtor.

Chapter 11

Case No. 24-11217 (BLS)

Re: Docket No. 699

**CERTIFICATION OF COUNSEL REGARDING
MOTION OF ZENSAR TECHNOLOGIES INC. FOR ENTRY
OF AN ORDER (I) COMPELLING ASSUMPTION OR
REJECTION OF EXECUTORY CONTRACTS AND (II) ALLOWING
ADMINISTRATIVE EXPENSES AND COMPELLING PAYMENT THEREOF**

The undersigned hereby certifies as follows:

1. On October 31, 2024, Zensar Technologies Inc. (“Zensar”) filed the *Motion of Zensar Technologies Inc. for Entry of an Order (I) Compelling Assumption or Rejection of Executory Contracts and (II) Allowing Administrative Expenses and Compelling Payment Thereof* [Docket No. 699] (the “Motion”). Pursuant to the notice of hearing attached to the Motion, the deadline to file objections or responses to the approval of the Motion was November 7, 2024 at 4:00 p.m. (ET) (the “Response Deadline”).

2. Prior to the Response Deadline, Zensar received informal comments from the Debtors. No other formal or informal responses to the Motion were received. The undersigned further certifies that he has caused to be performed a review of the Court’s docket in these cases and no objection or response to the Motion appears thereon.

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.

3. Zensar and the Debtors have reached an agreement to consensually resolve the Motion. Attached hereto as **Exhibit A** is an agreed proposed form of order (the “**Agreed Proposed Order**”) reflecting such agreement. Attached hereto as **Exhibit B** is a blackline of the Agreed Proposed Order marked against the form of order filed with the Motion.

4. Zensar and the Debtors consent to entry of the Agreed Proposed Order. Prior to submitting this certification, the parties circulated a copy of the Agreed Proposed Order to the Official Committee of Unsecured Creditors, the United States Trustee, and the DIP Lenders, and received no opposition to entry of the Agreed Proposed Order.

WHEREFORE, Zensar respectfully requests entry of the Agreed Proposed Order attached hereto as **Exhibit A** at the earliest convenience of the Court.

Dated: November 8, 2024
Wilmington, Delaware

BLANK ROME LLP

/s/ Stanley B. Tarr

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