

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

VYAIRE MEDICAL, Inc.,

Debtor.

Chapter 11

Case No. 24-11217 (BLS)

Re: Docket No. 699

**AGREED ORDER ~~GRANTING~~ RESOLVING 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**

Upon consideration of the motion of Zensar¹ for an order compelling the Debtors to assume or reject the Zensar Executory Contracts, and for allowance and compelling payment of the Zensar Administrative Expenses and any responses thereto, after notice and opportunity for a hearing, it is hereby ORDERED as follows:

1. The Motion is GRANTED, as set forth herein.
2. The ~~Debtor shall take appropriate action to assume or~~ Debtors are hereby deemed to REJECT the Zensar Executory Contracts ~~in connection with entry of an order confirming the Plan~~ as of November 14, 2024.

~~If the Contract is rejected, Zensar is ALLOWED an administrative expense in the amount of \$359,244.~~

3. If Zensar asserts a general unsecured claim against the Debtors arising from the rejection of the Zensar Executory Contracts, it must file a proof of claim on or before thirty (30) days after the entry of this Order. If no proof of claim is timely filed, Zensar shall be

¹ Capitalized terms used but not otherwise defined herein shall have the meaning ascribed such terms in the Motion [Docket No. 699].

forever barred from asserting a general unsecured claim for damages arising from the rejection and from participating in any distributions on such a claim that may be made in connection with these chapter 11 cases.

4. Zensar shall have ALLOWED administrative expenses in the amount of \$359,244 for the period from the Petition Date through October 27, 2024, plus \$67,649 for services provided by Zensar to Vyair during the period from October 28, 2024 through November 14, 2024 for a total claim of \$426,893 (the “Allowed Administrative Expense Claim”).

~~The Debtor is~~5. Unless previously satisfied, the Debtors are hereby ORDERED to pay any~~the~~ Allowed Administrative ~~expenses owed to Zensar in connection with entry of an order confirming~~ Expense Claim in accordance with the terms of the Plan (as amended).

6. The Debtors are hereby AUTHORIZED to enter into a transition services agreement with Zensar for certain information technology infrastructure support and cybersecurity operations to be provided by Zensar to the Debtors’ estates for a period commencing on November 14, 2024.²

7. Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this order.

² Nothing herein should be construed as an obligation of the Debtors to seek court authority to enter into transition services or other postpetition agreements with vendors.

Summary report: Litera Compare for Word 11.10.0.38 Document comparison done on 11/8/2024 6:16:56 PM	
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Modified filename: Vyaire - Order Resolving Motion to Compel Assumption or Rejection.docx	
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<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
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Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	29