

**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 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 Zensar<sup>1</sup> 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 Debtors are hereby deemed to REJECT the Zensar Executory Contracts as of November 14, 2024.
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 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.

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

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”).

5. Unless previously satisfied, the Debtors are hereby ORDERED to pay the Allowed Administrative 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.<sup>2</sup>

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

Dated: November 12th, 2024  
Wilmington, Delaware

  
BRENDAN L. SHANNON  
UNITED STATES BANKRUPTCY JUDGE

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<sup>2</sup> 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.