

EXHIBIT A

Proposed Order

**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 No. __**
)

**ORDER AUTHORIZING THE DEBTORS TO ASSUME AND ASSIGN
CONTRACTS TO ZOLL MEDICAL CORPORATION**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), pursuant to section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, authorizing the Debtors to assume and assign the Contracts to Zoll Medical Corporation (the “Assignee”), all as more fully set forth in the Motion; and the United States District Court for the District of Delaware has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, which was referred to this Court under 28 U.S.C. § 157 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the

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 Capitalized terms used but not defined herein have the meanings given to such terms in the Motion.

Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion; and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Debtors are authorized to assume and assign the Contracts set forth on **Exhibit 1** to the Assignee pursuant to sections 105(a) and 365 of the Bankruptcy Code, effective as of November 22, 2024 (the "Effective Date"), and such Contracts are deemed assumed and assigned to the Assignee without the need for any further Court order or the execution of any further documents or other instruments.
3. The Assignee shall be responsible for any cure costs associated with the assumption and assignment of the Contracts.
4. All defaults or other obligations under the Contracts arising prior to the Effective Date (without giving effect to any acceleration clauses or any default provisions of the kind specified in section 365(b)(2) of the Bankruptcy Code), if any, shall be deemed satisfied or waived by the contract counterparties to such Contracts, and the contract counterparties shall be forever barred, estopped, and permanently enjoined from asserting, imposing, charging or claiming against the Debtors (i) that any amounts are due or any defaults exist, (ii) any counterclaim, defense, setoff, or any other claim asserted or assertable against the Debtors, and (iii) any accelerations, assignment

fees, increases, or any other fees as a result of the Debtors' assumption and assignment of the Contracts.

5. The Assignee has demonstrated adequate assurance of future performance and has satisfied the requirements set forth in section 365(b)(1) of the Bankruptcy Code.

6. The contract counterparties to the Contracts shall be deemed to have consented to the assumption and assignment of the Contracts under section 365(c)(1) of the Bankruptcy Code, section 365(e)(2) of the Bankruptcy Code, or otherwise, and the Assignee shall enjoy all of the rights and benefits under the assumed and assigned Contracts as of the Effective Date.

7. The Assignee shall be obligated to perform obligations, arising from or after the Effective Date. The Debtors shall be relieved of any liability resulting from any subsequent breach of the Contracts pursuant to section 365(k) of the Bankruptcy Code.

8. Notwithstanding the provisions of Bankruptcy Rule 6006(d), this Order shall be effective immediately upon entry.

9. The Debtors are authorized to take all actions necessary to implement the relief granted in this Order.

10. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Exhibit 1

(Assumed and Assigned Contracts)

Assumed and Assigned Contracts				
Row #	Counterparty Name	Debtor Entity	Contract Name	Cure Amount
9581	A&D Medical Technologies Sarl	Vyair Medical, Inc.	A&D Medical Technologies Sarl IDA (as amended) 2024-11-10	\$0.00
9582	A. Papaetis Services Ltd.	Vyair Medical, Inc.	A. Papaetis Services Ltd. 2024-10-23 IDA (as amended)	\$0.00
9583	AB Medical Group Estonia Ltd	Vyair Medical, Inc.	AB Medical Group 2024-10-11 IDA (as amended)	\$0.00
9584	Advamed Medical Innovation Co., Ltd.	Vyair Medical, Inc.	Advamed Medical Innovation Co., Ltd. IDA (as amended) - 2024-11-01	\$0.00
9585	Advanced Technology Company KSCP	Vyair Medical, Inc.	ATC IDA (as amended) 2024-11-01	\$0.00
9586	Alpha MedTech Limited	Vyair Medical, Inc.	Alpha MedTech Limited IDA (as amended) 2024-10-23	\$0.00
9587	Aquilant Limited	Vyair Medical, Inc.	Aquilant Limited IDA (as amended) 2024-10-11	\$0.00
9588	Arbor Medical Corporation	Vyair Medical, Inc.	Arbor Medical IDA (as amended) 2024-10-11	\$0.00
9589	Arseus Hospital nv	Vyair Medical, Inc.	Arseus Hospital nv IDA (as amended) 2024-10-11	\$0.00
9590	Artema Medical	Vyair Medical, Inc.	Artema Medical - Pakistan - IDA (as amended) 2024-10-11	\$0.00
9591	Connect Medizintechnik GmbH	Vyair Medical, Inc.	Connect Medizintechnik IDA (as amended) 2024/10/11	\$0.00
9592	Cosmo Medical, Inc.	Vyair Medical, Inc.	Cosmo Medical, Inc. - Philippines - IDA (as amended) 2024-10-23	\$0.00
9593	Cranium Faustum s.r.o.	Vyair Medical, Inc.	Cranium Faustum s.r.o. - Czechia - IDA (as amended) 2024-10-23	\$0.00
9594	Dartin Slovensko Spol s.r.o.	Vyair Medical, Inc.	Dartin Slovensko IDA (as amended) 2024-10-23	\$0.00
9595	Dartin spol. s.r.o.	Vyair Medical, Inc.	Dartin spol. s.r.o. IDA (as amended) - 2024-10-11	\$0.00
9596	Gateway Healthcare Ltd	Vyair Medical, Inc.	Gateway Healthcare Ltd - Thailand - IDA (as amended) 2024-11-10	\$0.00
9597	Hemisferio Sur S.A.	Vyair Medical, Inc.	Hemisferio Sur S.A. IDA (as amended) - 2024-10-24	\$0.00
9598	Instrumentacion S.A.	Vyair Medical, Inc.	Instrumentacion S.A. IDA (as amended) - 2024-11-01	\$0.00
9599	Lemix Co. Ltd.	Vyair Medical, Inc.	Lemix Co. Ltd. IDA IDA (as amended) 2024-10-24	\$0.00
9600	Leonel Dominguez Srl	Vyair Medical, Inc.	Leonel Dominguez Srl IDA (as amended) 2024-10-23	\$0.00
9601	Life Care Medical Systems	Vyair Medical, Inc.	Life Care Medical Systems IDA (as amended) - 2024-10-24	\$0.00
9602	Maxim Incorporation Traders Pvt. Ltd	Vyair Medical, Inc.	Maxim Incorporation IDA (as amended) - 2024-10-24	\$0.00
9603	Medi-lan Schweiz ag	Vyair Medical, Inc.	Medi-lan IDA IDA (as amended) - 2024-11-10	\$0.00
9604	Mediplex SA	Vyair Medical, Inc.	Mediplex IDA IDA (as amended) - 2024-10-23	\$0.00
9605	Med-Pro Hungary Kft	Vyair Medical, Inc.	Med-Pro Hungary IDA (as amended) - 2024-10-23	\$0.00
9606	Nairobi Enterprises Ltd.	Vyair Medical, Inc.	Nairobi Enterprises Ltd.IDA (as amended) - 2024-11-10	\$0.00
9607	New Technology d.o.o.	Vyair Medical, Inc.	New Technology d.o.o. IDA (as amended) - 2024-10-23	\$0.00
9608	Novamed Sarl	Vyair Medical, Inc.	Nairobi Enterprises Ltd. IDA (as amended) - 2024-10-23	\$0.00
9609	NZ Techno Handels GmbH	Vyair Medical, Inc.	NZ Techno Handels IDA (as amended) - 2024-10-23	\$0.00
9610	OHM Biomedical Engineering Services	Vyair Medical, Inc.	OHM BIOMEDICAL ENGINEERING SERVICES - Australia - IDA (as amended) - 2024-10-23	\$0.00
9611	Panamed of Miami Corp	Vyair Medical, Inc.	Panamed of Miami Corp IDA (as amended) - 2024-10-17	\$0.00
9578	Politecnico di Milano	Vyair Medical, Inc.	Politecnico di Milano Research in Neonatal Ventilation & FOT DocuSign ID A2305198-47E4-43B5-98B3-AB6699C2A2DB	\$28,105.56
9579	Politecnico di Milano	Vyair Medical, Inc.	3-way Confidential Disclosure Agreement between Politecnico di Milano, Amsterdam University Medical Center, and Vyair Medical - 07/01/2023	\$0.00
9612	Productos Médicos Y Quirúrgicos S.A. (Promedica)	Vyair Medical, Inc.	Productos Médicos Y Quirúrgicos S.A. (Promedica) - Dominican Republic - IDA (as amended) - 2024-10-23	\$0.00
9613	Profesionales de Equipo Médico SA de CV	Vyair Medical, Inc.	International Exclusive Non-EEA Distribution Agreement IDA (as amended) - 2024-11-10	\$0.00
6144	Rohanika Electronics & Medical Systems	Vyair Medical, Inc.	Rohanika 2020-02-19 IDA	\$0.00
9580	Rohanika Electronics & Medical Systems	Vyair Medical, Inc.	Rohanika IDA Amendment 1	\$0.00
9614	Royal medical	Vyair Medical, Inc.	Royal medical - Egypt - IDA (as amended) - 2024-11-01	\$0.00
9615	Seoil Pacific Corporation	Vyair Medical, Inc.	Seoil Pacific Corporation - South Korea - IDA (as amended) - 2024-10-23	\$0.00
9616	Servicios de Ingeniería en Medicina SA de CV	Vyair Medical, Inc.	International Exclusive Non-EEA Distribution Agreement IDA (as amended) - 2024-11-10	\$0.00
9617	Sindian Healthcare Systems	Vyair Medical, Inc.	Sindian Healthcare Systems - Jordan - IDA (as amended) - 2024-11-01	\$0.00
9618	Somnotec (S) Pte. Ltd.	Vyair Medical, Inc.	Somnotec (S) Pte. Ltd. - Singapore - IDA (as amended) - 2024-10-23	\$0.00
9619	Trans Health Care India Private Limited	Vyair Medical, Inc.	Trans Health Care IDA (as amended) 2024-10-11	\$0.00
9620	Transcore Taiwan Co. Ltd.	Vyair Medical, Inc.	Transcore Taiwan Co. Ltd. - Taiwan - IDA (as amended) - 2024-10-11	\$0.00
9621	Vikas Medical Devices	Vyair Medical, Inc.	Vikas Medical Devices IDA (as amended) 2024-10-11	\$0.00