

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

In re:	)	
	)	Chapter 11
	)	
VYAIR MEDICAL, INC., <i>et al.</i> , ¹	)	Case No. 24-11217 (BLS)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	Obj. Deadline: December 11, 2024, at 4:00 p.m. (ET)

**SUMMARY OF FOURTH MONTHLY
FEE APPLICATION OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS FOR
THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE PERIOD
FROM SEPTEMBER 1, 2024, THROUGH AND INCLUDING SEPTEMBER 30, 2024**

Name of Applicant:	<u>Kirkland & Ellis LLP</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors in Possession</u>
Date of Retention:	<u>August 5, 2024, effective as of June 9, 2024</u>
Period for which compensation and reimbursement is sought:	September 1, 2024, through September 30, 2024
Amount of Compensation sought as actual, reasonable and necessary:	\$1,082,659.60 (80 percent of \$ \$1,353,324.50) ²
Amount of Expense reimbursement sought as Actual, reasonable, and necessary:	\$7,859.33 ³

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 \$16,597.00 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 \$206.56 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	\$1,875,844.00	\$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	\$2,796,646.00	\$33,951.83
October 9, 2024 [Docket No. 615]	August 1, 2024 – August 31, 2024	\$2,794,772.80 (80% of \$3,493,466.00)	\$6,007.31	\$2,782,207.53	\$6,007.31
November 13, 2024 [Docket No. 742]	June 9, 2024 – August 31, 2024	\$1,854,922.79 (20% holdback less write-off)	\$0	---	N/A
Total		\$9,322,185.59	\$65,000.23	\$7,454,697.53	\$65,000.23

**Summary of Hours by Professional Billed From
September 1, 2024, through September 30, 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	1.50	\$1,897.50
Chris Ceresa	Associate	Restructuring	2020	\$1,395.00	119.80	\$167,121.00
Tiffani Chanroo	Associate	Restructuring	2021	\$1,345.00	57.00	\$76,665.00
Erica D. Clark	Associate	Restructuring	2019	\$1,595.00	0.60	\$957.00
Erin Davey	Associate	ECEB - Labor/Employment	2023	\$975.00	5.80	\$5,655.00
Jaina Desai	Associate	Restructuring	2023	\$975.00	30.50	\$29,737.50
Luke Finn	Associate	Corporate - M&A/Private Equity	2021	\$1,345.00	103.70	\$139,476.50
Justin M. Garfinkle	Associate	Technology & IP Transactions	2022	\$1,095.00	2.40	\$2,628.00

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Emanuel Goetz	Associate	Taxation	2024	\$750.00	17.30	\$12,975.00
Palmer Gunderson	Associate	Taxation	2023	\$995.00	50.90	\$50,645.50
David Hackel	Associate	Restructuring	2023	\$1,095.00	9.40	\$10,293.00
Olivia Kaufmann	Associate	Corporate - Healthcare	2023	\$1,095.00	3.50	\$3,832.50
Sooah Kim	Associate	ECEB - Employee Benefits	2022	\$1,095.00	1.90	\$2,080.50
Sabrina Lieberman	Associate	Restructuring	2023	\$975.00	31.30	\$30,517.50
Ruan J. Meintjes	Associate	Corporate - Healthcare	2022	\$1,095.00	6.70	\$7,336.50
Jai Mudhar	Associate	Restructuring	2022	\$1,345.00	13.30	\$17,888.50
Trent Nachbar	Associate	Corporate - M&A/Private Equity	2022	\$1,265.00	15.80	\$19,987.00
Dan O'Connor	Associate	Corporate - M&A/Private Equity	2021	\$1,345.00	17.50	\$23,537.50
Sarah Osborne	Associate	Restructuring	2023	\$975.00	4.40	\$4,290.00
Carolin Paus	Associate	Restructuring	2023	\$750.00	40.20	\$30,150.00
Joshua Raphael	Associate	Restructuring	2023	\$1,095.00	60.70	\$66,466.50
Adrian Salmen	Associate	Restructuring	2021	\$1,265.00	6.60	\$8,349.00
Seth Sanders	Associate	Restructuring	2021	\$1,265.00	4.50	\$5,692.50

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Scottie Shermetaro	Associate	Technology & IP Transactions	2018	\$1,575.00	10.40	\$16,380.00
Alex Stephenson	Associate	Taxation	2022	\$1,175.00	2.60	\$3,055.00
Kyle Nolan Trevett	Associate	Restructuring	2020	\$1,265.00	1.80	\$2,277.00
Paul Vasiloff	Associate	ECEB - Labor/Employment	2021	\$1,345.00	6.20	\$8,339.00
Donatus Wang	Associate	Restructuring	2022	\$960.00	15.20	\$14,592.00
Quin Wetzel	Associate	Restructuring	2023	\$975.00	11.40	\$11,115.00
Ann-Kathrin Ziegler	Associate	Restructuring	2018	\$1,070.00	8.80	\$9,416.00
Hendrik Braun	Partner	Corporate - M&A/Private Equity	2010	\$1,145.00	3.50	\$4,007.50
Bernadette Coppola	Partner	Technology & IP Transactions	2013	\$1,575.00	3.00	\$4,725.00
Hannah Crawford	Partner	Restructuring	2015	\$1,595.00	4.40	\$7,018.00
Sion Davies	Partner	Antitrust/Competition	2016	\$1,575.00	0.60	\$945.00
Tabitha J. De Paulo	Partner	Litigation - General	2015	\$1,435.00	3.40	\$4,879.00
Anthony M. Del Rio	Partner	Corporate - Healthcare	2014	\$1,595.00	1.40	\$2,233.00
Michael Ehret	Partner	Taxation	2001	\$1,895.00	32.80	\$62,156.00
Kate Hardey	Partner	Corporate - Healthcare	2003	\$1,995.00	19.20	\$38,304.00

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Partha Kar	Partner	Restructuring	2002	\$2,305.00	0.50	\$1,152.50
Alisa Melekhina	Partner	Litigation - General	2015	\$1,595.00	0.70	\$1,116.50
Maureen D. O'Brien	Partner	ECEB - Employee Benefits	1998	\$2,115.00	7.40	\$15,651.00
Scott D. Price, P.C.	Partner	ECEB - Executive Compensation	1998	\$2,245.00	0.50	\$1,122.50
Jay M. Ptashek, P.C.	Partner	Corporate - Debt Finance	1993	\$2,245.00	1.00	\$2,245.00
Risa Salins	Partner	ECEB - Labor/Employment	2002	\$2,115.00	13.00	\$27,495.00
Yusuf Salloum	Partner	Restructuring	2018	\$1,595.00	32.70	\$52,156.50
Anna Schwander	Partner	Corporate - Capital Markets	2002	\$1,315.00	18.70	\$24,590.50
Paul D. Tanaka, P.C.	Partner	Environment - Transactional	2003	\$2,115.00	0.60	\$1,269.00
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	\$1,820.00	91.00	\$165,620.00
Sarah Ullathorne	Partner	Restructuring	2004	\$1,575.00	1.80	\$2,835.00
Nicholas Warther	Partner	Taxation	2017	\$1,665.00	43.60	\$72,594.00
Cristina Weidner	Partner	Restructuring	2005	\$1,665.00	5.10	\$8,491.50
Spencer A. Winters, P.C.	Partner	Restructuring	2013	\$1,685.00	16.70	\$28,139.50
Sara B. Zablotney, P.C.	Partner	Taxation	2003	\$2,445.00	16.00	\$39,120.00

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Totals					979.30	\$1,351,219.00

Summary of Hours by Paraprofessionals Billed in Interim Fee Period

Professional Name	Position	Department	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Tanzila Zomo	Junior Paralegal	Restructuring	\$355.00	4.60	\$1,633.00
Julia R. Foster	Paralegal	Restructuring	\$525.00	0.90	\$472.50
Totals				5.50	\$2,105.50

Compensation By Project Category
September 1, 2024, through September 30, 2024

Matter Number	Project Category Description	Total Hours	Total Fees
5	Corporate & Governance Matters	33.40	\$46,564.00
6	Disclosure Statement/Plan/Confirmation	157.20	\$205,240.50
7	DIP Financing and Cash Collateral	3.00	\$3,815.00
10	Asset Sales/Section 363 Issues: Use, Sale & Disposition of Property	493.10	\$679,253.50
11	Executory Contracts & Unexpired Leases	10.00	\$14,052.50
12	Business Operations	27.00	\$40,634.50
18	Insurance and Surety Matters	29.10	\$46,107.00
20	Tax Matters	74.90	\$107,726.00
21	Case Administration	24.90	\$32,923.00
22	Retention - K&E	87.80	\$100,920.00
23	Retention - Non-K&E	2.40	\$3,108.00
24	Vendor Matters	4.00	\$6,135.50
25	Litigation	4.00	\$6,813.00
28	Creditors' Committee Matters	3.40	\$4,963.00
29	Employee and Labor Matters	30.60	\$55,069.00
Total		984.80	\$1,353,324.50

Expense Summary

Expense	Unit Cost (if applicable)	Amount
Standard Copies or Prints		\$51.20
Color Copies or Prints		\$304.70
Local Transportation		\$212.99
Airfare		\$1,097.62
Transportation to/from airport		\$1,239.88
Outside Printing Services		\$1,771.48
Working Meals/K&E Only		\$0.00
Computer Database Research		\$1,129.00
Westlaw Research		\$331.15
LexisNexis Research		\$1,348.49
Overtime Transportation		\$275.54
Overtime Meals - Attorney		\$86.38
Computer Database Research - Soft		\$10.90
Total		\$7,859.33

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

In re:	)	
	)	Chapter 11
	)	
VYAIRE MEDICAL, INC., <i>et al.</i> , ¹	)	Case No. 24-11217 (BLS)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	Obj. Deadline: December 11, 2024, at 4:00 p.m. (ET)

**FOURTH MONTHLY FEE APPLICATION OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS FOR
THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE PERIOD
FROM SEPTEMBER 1, 2024, THROUGH AND INCLUDING SEPTEMBER 30, 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.

\$1,082,659.60 (80% of \$1,353,324.50) for the reasonable and necessary legal services K&E rendered to the Debtors from September 1, 2024 through September 30, 2024 (the “Fee Period”); and (ii) reimbursement for the actual and necessary expenses that K&E incurred, in the amount of \$7,859.33 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 \$1,353,324.50 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, K&E seeks reimbursement for 80% of such fees (\$1,082,659.60 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 984.80 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 \$1,090,518.93 consisting of (a) \$1,082,659.60, which is 80% of the fees incurred by the Debtors for reasonable and necessary professional services rendered by K&E; and (b) \$7,859.33 for actual and necessary costs and expenses, and that such fees and expenses be paid as administrative expenses of the Debtors' estates.

Dated: November 20, 2024
Wilmington, Delaware

/s/ Patrick J. Reilley

COLE SCHOTZ P.C.

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- and -

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*Co-Counsel to the Debtors
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*Co-Counsel to the Debtors
and Debtors in Possession*

**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)
)

VERIFICATION OF SPENCER A. WINTERS

I, Spencer A. Winters, hereby declare the following under penalty of perjury:

1. I am the president of Spencer A. Winters, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 333 West Wolf Point Plaza, Chicago, Illinois 60654. I am a member in good standing of the Bar of the State of Illinois, and I have been admitted to practice in United States District Court for the Northern District of Illinois, and I have been admitted *pro hac vice* to practice in the United States Bankruptcy Court for the District of Delaware. There are no disciplinary proceedings pending against me.

2. I have personally performed many of the legal services rendered by Kirkland & Ellis LLP as general bankruptcy counsel to the Debtors and am familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

3. The facts set forth in the foregoing Monthly Fee Statement are true and correct to the best of my knowledge, information, and belief.

4. I have reviewed Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware and believe that the Monthly Fee Statement for Kirkland & Ellis LLP complies with Rule 2016-2.

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5. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Respectfully submitted,

Dated: November 20, 2024

/s/ Spencer A. Winters

Spencer A. Winters
as President of Spencer A. Winters, P.C.,
as Partner of Kirkland & Ellis LLP; and
as Partner of Kirkland & Ellis International LLP