

**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 27, 2024, at 4:00 p.m. (ET)

**SUMMARY OF FIFTH MONTHLY
FEE APPLICATION OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS FOR
THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE PERIOD
FROM OCTOBER 1, 2024, THROUGH AND INCLUDING OCTOBER 31, 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:	October 1, 2024, through October 31, 2024
Amount of Compensation sought as actual, reasonable and necessary:	\$811,020.80 (80 percent of \$1,013,776.00) ²
Amount of Expense reimbursement sought as Actual, reasonable, and necessary:	\$3,957.43 ³

This is a(n) X monthly interim final application

¹ The last four digits of Debtor Vyaire 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/Vyaire>. The location of Debtor Vyaire 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 \$19,354.75 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 \$425.20 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
November 20, 2024 [Docket No. 758]	September 1, 2024 – September 30, 2024	\$1,082,659.60 (80% of \$1,353,324.50)	\$7,859.33	---	---
Total		\$10,404,845.20	\$72,859.56	\$7,454,697.53	\$65,000.23

**Summary of Hours by Professional Billed From
October 1, 2024, through October 31, 2024**

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Chris Ceresa	Associate	Restructuring	2020	\$1,395.00	17.10	\$23,854.50
Tiffani Chanroo	Associate	Restructuring	2021	\$1,345.00	23.70	\$31,876.50
Luke Finn	Associate	Corporate - M&A/Private Equity	2021	\$1,345.00	106.10	\$142,704.50
Justin M. Garfinkle	Associate	Technology & IP Transactions	2022	\$1,095.00	8.00	\$8,760.00
Emanuel Goetz	Associate	Taxation	2024	\$750.00	16.20	\$12,150.00
Palmer Gunderson	Associate	Taxation	2023	\$995.00	37.70	\$37,511.50
Sabrina Lieberman	Associate	Restructuring	2023	\$975.00	35.50	\$34,612.50

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Ruan J. Meintjes	Associate	Corporate - Healthcare	2022	\$1,095.00	5.20	\$5,694.00
Trent Nachbar	Associate	Corporate - M&A/Private Equity	2022	\$1,265.00	0.20	\$253.00
Dan O'Connor	Associate	Corporate - M&A/Private Equity	2021	\$1,345.00	23.70	\$31,876.50
Carolin Paus	Associate	Restructuring	2023	\$750.00	36.70	\$27,525.00
Joshua Raphael	Associate	Restructuring	2023	\$1,095.00	0.90	\$985.50
Adrian Salmen	Associate	Restructuring	2021	\$1,265.00	0.90	\$1,138.50
Donatus Wang	Associate	Restructuring	2022	\$960.00	20.20	\$19,392.00
Ali Mohammad Zarrabi	Associate	Corporate - M&A/Private Equity	2022	\$1,095.00	7.60	\$8,322.00
Hendrik Braun	Partner	Corporate - M&A/Private Equity	2010	\$1,145.00	3.00	\$3,435.00
Bernadette Coppola	Partner	Technology & IP Transactions	2013	\$1,575.00	7.90	\$12,442.50
Hannah Crawford	Partner	Restructuring	2015	\$1,595.00	15.30	\$24,403.50
Anthony M. Del Rio	Partner	Corporate - Healthcare	2014	\$1,595.00	2.10	\$3,349.50
Michael Ehret	Partner	Taxation	2001	\$1,895.00	56.20	\$106,499.00
Susan D. Golden	Partner	Restructuring	1988	\$1,600.00	0.50	\$800.00
Kate Hardey	Partner	Corporate - Healthcare	2003	\$1,995.00	9.90	\$19,750.50

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Maximilian Liegl	Partner	Corporate - M&A/Private Equity	2017	\$1,070.00	1.00	\$1,070.00
Sean McClay	Partner	Corporate - Debt Finance	2018	\$1,575.00	3.20	\$5,040.00
William T. Pruitt	Partner	Litigation - General	2009	\$1,695.00	1.70	\$2,881.50
Yusuf Salloum	Partner	Restructuring	2018	\$1,595.00	61.30	\$97,773.50
Anna Schwander	Partner	Corporate - Capital Markets	2002	\$1,315.00	1.10	\$1,446.50
Scottie Shermetaro	Partner	Technology & IP Transactions	2018	\$1,575.00	17.50	\$27,562.50
Josh Sussberg, P.C.	Partner	Restructuring	2004	\$2,305.00	0.20	\$461.00
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	\$1,820.00	125.50	\$228,410.00
Nicholas Warther	Partner	Taxation	2017	\$1,665.00	16.20	\$26,973.00
Cristina Weidner	Partner	Restructuring	2005	\$1,665.00	18.60	\$30,969.00
Spencer A. Winters, P.C.	Partner	Restructuring	2013	\$1,685.00	7.80	\$13,143.00
Sara B. Zablotney, P.C.	Partner	Taxation	2003	\$2,445.00	5.90	\$14,425.50
Ann-Kathrin Ziegler	Partner	Restructuring	2018	\$1,070.00	3.20	\$3,424.00
Totals					697.80	\$1,010,915.50

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
Stephanie Choi	Junior Paralegal	Litigation - General	\$355.00	1.20	\$426.00
Tanzila Zomo	Junior Paralegal	Restructuring	\$355.00	3.90	\$1,384.50
Amy Donahue	Paralegal	Restructuring	\$525.00	2.00	\$1,050.00
Totals				7.10	\$2,860.50

Compensation By Project Category
October 1, 2024, through October 31, 2024

Matter Number	Project Category Description	Total Hours	Total Fees
5	Corporate & Governance Matters	37.80	\$44,407.00
6	Disclosure Statement/Plan/Confirmation	47.90	\$63,678.50
7	DIP Financing and Cash Collateral	7.60	\$10,791.00
8	Cash Management	1.20	\$1,170.00
10	Asset Sales/Section 363 Issues	411.30	\$609,876.00
11	Executory Contracts & Unexpired Leases	0.50	\$635.50
12	Business Operations	19.10	\$30,992.50
18	Insurance and Surety Matters	20.00	\$36,987.50
20	Tax Matters	104.60	\$150,356.00
21	Case Administration	9.90	\$12,220.50
22	Retention – K&E	45.00	\$52,661.50
Total		704.90	\$1,013,776.00

Expense Summary

Expense	Unit Cost (if applicable)	Amount
Standard Copies or Prints		\$16.30
Color Copies or Prints		\$50.60
Local Transportation		\$254.13
Travel Expense		\$360.80
Airfare		\$1,556.62
Transportation to/from airport		\$324.35
Travel Meals		\$178.00
Outside Retrieval Service		\$1.83
Computer Database Research		\$23.76
Westlaw Research		\$729.90
LexisNexis Research		\$131.05
Overtime Transportation		\$234.22
Overtime Meals - Attorney		\$95.87
Total		\$3,957.43

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VYAIRE MEDICAL, INC., <i>et al.</i> , ¹	)	Case No. 24-11217 (BLS)
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Debtors.	)	(Jointly Administered)
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**FIFTH MONTHLY FEE APPLICATION OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS FOR
THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE PERIOD
FROM OCTOBER 1, 2024, THROUGH AND INCLUDING OCTOBER 31, 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.

\$811,020.80 (80% of \$1,013,776.00) for the reasonable and necessary legal services K&E rendered to the Debtors from October 1, 2024 through October 31, 2024 (the “Fee Period”); and (ii) reimbursement for the actual and necessary expenses that K&E incurred, in the amount of \$3,957.43 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 \$1,013,776.00 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, K&E seeks reimbursement for 80% of such fees (\$811,020.80 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 704.90 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 \$814,978.23 consisting of (a) \$811,020.80, which is 80% of the fees incurred by the Debtors for reasonable and necessary professional services rendered by K&E; and (b) \$3,957.43 for actual and necessary costs and expenses, and that such fees and expenses be paid as administrative expenses of the Debtors' estates.

Dated: December 6, 2024
Wilmington, Delaware

/s/ Patrick J. Reilley

COLE SCHOTZ P.C.

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

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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:	)	Chapter 11
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VYAIRE MEDICAL, INC., <i>et al.</i> , ¹	)	Case No. 24-11217 (BLS)
	)	
Debtors.	)	(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: December 6, 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