

Exhibit A

Proposed Final Decree

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

In re:

VYAIR MEDICAL, INC.,

Debtor.

Tax I.D. No. 81-2596495

)
) Chapter 11
)
) Case No. 24-11217 (BLS)
)

In re:

BIRD PRODUCTS CORPORATION,

Debtor.

Tax I.D. No. 33-0069580

)
) Chapter 11
)
) Case No. 24-11218 (BLS)
)

In re:

BREATHE US HOLDCO, INC.,

Debtor.

Tax I.D. No. 92-2859526

)
) Chapter 11
)
) Case No. 24-11219 (BLS)
)

In re:

BREATHE US HOLDINGS LP,

Debtor.

Tax I.D. No. 92-2878498

)
) Chapter 11
)
) Case No. 24-11220 (BLS)
)

In re:

EME MEDICAL, INC.,

Debtor.

Tax I.D. No. 33-0894666

)
) Chapter 11
)
) Case No. 24-11221 (BLS)
)

In re:

REVOLUTIONARY MEDICAL DEVICES, INC.,

Debtor.

Tax I.D. No. 47-3285028

In re:

SENSORMEDICS CORPORATION,

Debtor.

Tax I.D. No. 33-0006779

In re:

VIASYS HOLDINGS INC.,

Debtor.

Tax I.D. No. 43-2055362

In re:

VM FINANCE SUB, LLC,

Debtor.

Tax I.D. No. 84-3883730

In re:

VYAIR COMPANY,

Debtor.

Tax I.D. No. 32-0494861

) Chapter 11

) Case No. 24-11222 (BLS)

) Chapter 11

) Case No. 24-11223 (BLS)

) Chapter 11

) Case No. 24-11224 (BLS)

) Chapter 11

) Case No. 24-11225 (BLS)

) Chapter 11

) Case No. 24-11226 (BLS)

	)	
In re:	)	Chapter 11
	)	
VYAIRÉ FINANCE B.V.,	)	Case No. 24-11227 (BLS)
	)	
Debtor.	)	
	)	
Tax I.D. No. RSIN: 858615514	)	
	)	
In re:	)	Chapter 11
	)	
VYAIRÉ FINANCIAL HOLDINGS LLC,	)	Case No. 24-11228 (BLS)
	)	
Debtor.	)	
	)	
Tax I.D. No. 84-3883575	)	
	)	
In re:	)	Chapter 11
	)	
VYAIRÉ HOLDING COMPANY,	)	Case No. 24-11229 (BLS)
	)	
Debtor.	)	
	)	
Tax I.D. No. 36-4835388	)	
	)	
In re:	)	Chapter 11
	)	
VYAIRÉ MEDICAL 202, INC.,	)	Case No. 24-11230 (BLS)
	)	
Debtor.	)	
	)	
Tax I.D. No. 04-3505871	)	
	)	
In re:	)	Chapter 11
	)	
VYAIRÉ MEDICAL 203, INC.,	)	Case No. 24-11231 (BLS)
	)	
Debtor.	)	
	)	
Tax I.D. No. 33-0737273	)	
	)	

In re:

VYAIRES MEDICAL 205, INC.,

Debtor.

Tax I.D. No. 36-3994160

In re:

VYAIRES MEDICAL 206, INC.,

Debtor.

Tax I.D. No. 20-3233125

In re:

VYAIRES MEDICAL 211, INC.,

Debtor.

Tax I.D. No. 16-1721349

In re:

VYAIRES MEDICAL BR LLC,

Debtor.

Tax I.D. No. 81-2564333

In re:

VYAIRES MEDICAL CAPITAL LLC,

Debtor.

Tax I.D. No. 81-2574742

) Chapter 11

) Case No. 24-11232 (BLS)

) Chapter 11

) Case No. 24-11233 (BLS)

) Chapter 11

) Case No. 24-11234 (BLS)

) Chapter 11

) Case No. 24-11235 (BLS)

) Chapter 11

) Case No. 24-11236 (BLS)

In re:

VYAIRES MEDICAL CONSUMABLES LLC,

Debtor.

Tax I.D. No. 81-2588610

In re:

VYAIRES MEDICAL INTERNATIONAL LLC,

Debtor.

Tax I.D. No. 81-2603646

In re:

VYAIRES MEDICAL LLC,

Debtor.

Tax I.D. No. 37-1825258

In re:

VYAIRES MEDICAL PAYROLL LLC,

Debtor.

Tax I.D. No. 81-2643078

In re:

VYAIRES RECEIVABLES LLC,

Debtor.

Tax I.D. No. 84-3478312

) Chapter 11

) Case No. 24-11237 (BLS)

) Chapter 11

) Case No. 24-11238 (BLS)

) Chapter 11

) Case No. 24-11239 (BLS)

) Chapter 11

) Case No. 24-11240 (BLS)

) Chapter 11

) Case No. 24-11241 (BLS)

 In re:

VYAIR RESPIRATORY DIAGNOSTICS LLC,

Debtor.

 Tax I.D. No. 99-0680820

In re:

VYAIR TSR MIDCO, LLC,

Debtor.

 Tax I.D. No. N/A

In re:

VYAIR TSR SUB, LLC,

Debtor.

 Tax I.D. No. 86-1850847

) Chapter 11

) Case No. 24-11242 (BLS)

) Chapter 11

) Case No. 24-11243 (BLS)

) Chapter 11

) Case No. 24-11244 (BLS)

FINAL DECREE CLOSING CERTAIN CASES

Upon the motion (the “Motion”)¹ of the Plan Administrator for entry of a final decree (this “Final Decree”) closing the Closing Cases, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b), and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U. S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and such notice having been adequate and appropriate under the

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

circumstances; and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion; and this Court having held a hearing, if necessary, to consider the relief requested in the Motion (the “Hearing”); and upon the record of the Hearing, if any; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors and all parties in interest; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefore;

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The following Chapter 11 Cases are hereby closed and a final decree is granted effective upon entry of this Final Decree (collectively, the “Closing Cases”):

- Bird Products Corporation, Case No. 24-11218 (BLS);
- Breathe US Holdco, Inc., Case No. 24-11219 (BLS);
- Breathe US Holdings LP, Case No. 24-11220 (BLS);
- EME Medical, Inc., Case No. 24-11221 (BLS);
- Revolutionary Medical Devices, Inc., Case No. 24-11222 (BLS);
- SensorMedics Corporation, Case No. 24-11223 (BLS);
- VIASYS Holdings, Inc., Case No. 24-11224 (BLS);
- VM Finance Sub, LLC, Case No. 24-11225 (BLS);
- Vyair Company, Case No. 24-11226 (BLS);
- Vyair Finance B.V., Case No. 24-11227 (BLS);
- Vyair Financial Holdings LLC, Case No. 24-11228 (BLS);
- Vyair Holding Company, Case No. 24-11229 (BLS);
- Vyair Medical 202, Inc., Case No. 24-11230 (BLS);

- Vyaire Medical 203, Inc., Case No. 24-11231 (BLS);
- Vyaire Medical 205, Inc., Case No. 24-11232 (BLS);
- Vyaire Medical 206, Inc., Case No. 24-11233 (BLS);
- Vyaire Medical 211, Inc., Case No. 24-11234 (BLS);
- Vyaire Medical BR LLC, Case No. 24-11235 (BLS);
- Vyaire Medical Capital LLC, Case No. 24-11236 (BLS);
- Vyaire Medical Consumables LLC, Case No. 24-11237 (BLS);
- Vyaire Medical International LLC, Case No. 24-11238 (BLS);
- Vyaire Medical LLC, Case No. 24-11239 (BLS);
- Vyaire Medical Payroll LLC, Case No. 24-11240 (BLS);
- Vyaire Receivables LLC, Case No. 24-11241 (BLS);
- Vyaire Respiratory Diagnostics LLC, Case No. 24-11242 (BLS);
- Vyaire TSR MidCo, LLC, Case No. 24-11243 (BLS); and
- Vyaire TSR Sub, LLC, Case No. 24-11244 (BLS).

3. The Chapter 11 Case of Vyaire Medical, Inc., Case No. 24-11217 (BLS) (the “Remaining Case”) shall remain open pending further order of this Court and, from and after the date of entry of this Final Decree, all adversary proceedings, motions, notices and other pleadings related to any of the Debtors or the Plan Administrator shall be filed in such case.

4. The Clerk of this Court shall enter this Final Decree individually on each of the dockets of the above-captioned Chapter 11 Cases and each of the dockets of the Closing Cases shall be marked as “Closed.”

5. Entry of this Final Decree (a) is without prejudice to the rights of any party in interest to (i) commence, prosecute and/or resolve any claim or cause of action or (ii) object to or resolve claims filed against any of the Debtors; (b) is without prejudice to the rights of any party in interest

to reopen the Closing Cases for cause; and (c) shall have no effect whatsoever on any adversary proceedings, contested matters or other matters pending before this Court.

6. Following entry of this Final Decree, the caption for the Remaining Case shall read as follows:

In re: VYAIR MEDICAL, INC., Liquidating Debtor.	)))))))	Chapter 11 Case No. 24-11217 (BLS)
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- ¹ This chapter 11 case is now being administered by the Plan Administrator pursuant to the terms of the *Findings of Fact, Conclusions of Law, and Order Approving the Debtors' Disclosure Statement for, and Confirming the Second Amended Joint Chapter 11 Plan of Vyaire Medical, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 745]. The Plan Administrator's mailing address is Vyaire Medical, Inc., Attn: David M. Barse, Plan Administrator, c/o Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, DE 19801.

7. The Court retains jurisdiction and authority with regards to all matters set forth in Article XI of the Plan, contested matters, motions, adversary proceedings, pleadings or other matters that may arise from time to time in respect to the Chapter 11 Cases and the implementation of the Sale Orders, Plan, and the Confirmation Order, including fee claims, cure amounts, Causes of Action, pending matters and claims reconciliation matters (together, the "Remaining Matters"), whether they pertain to the Remaining Case or a Closing Case. All Remaining Matters, whether they pertain to the Remaining Case or a Closing Case, shall be filed, administered and adjudicated in the Remaining Case without the need to reopen any of the Closing Cases. Any failure of the Plan Administrator, as applicable, to file an objection to any claim or Administrative Claim in the Closing Cases on or prior to the entry of this Final Decree shall not constitute allowance of the claim or Administrative Claim and shall not result in such claim or Administrative Claim being deemed Allowed (as defined in the Plan). Any objections to claims or Administrative Claims in the Closing Cases may be filed, administered and adjudicated in the Remaining Case.

8. The Closing Debtors shall, within 30 days after entry of this Final Decree, (a) pay all fees due and payable pursuant to 28 U.S.C. § 1930(a)(6) and (b) serve copies of all post-confirmation reports on the U.S. Trustee. Entry of this Final Decree is without prejudice to the rights of the U.S. Trustee to reopen the Closing Cases to seek appropriate relief in the event of an unresolved dispute over the payment of fees pursuant to 28 U.S.C. § 1930(a)(6) or the post-confirmation reports.

9. The deadline to fulfill the requirement to file a final report under Local Rule 3022-1(c) for the Closing Debtors is hereby extended pending the closure of the Remaining Case. The final report required under Local Rule 3022-1(c) for the Closing Debtors shall be included as part of a consolidated final report for all of the Debtors to be filed in connection with the closure of the Remaining Case.

10. The deadline to comply with the requirements under Local Rule 2002-1(f)(ix) with respect to the Closing Debtors shall be completed by the Claims Agent upon the closure of the Remaining Case.

11. The Plan Administrator is authorized and empowered to take all actions necessary to implement the relief granted in this Final Decree.

12. The Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Final Decree.