

Exhibit A

Proposed Order

**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)
	)	
	)	Re: Docket Nos. 882 & 883

**OMNIBUS FEE ORDER AWARDING KIRKLAND
& ELLIS LLP, KIRKLAND & ELLIS INTERNATIONAL LLP
AND PJT PARTNERS LP FINAL ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the final fee applications (each a “Final Fee Application” and collectively, the “Final Fee Applications”) of the professionals referenced on **Exhibit 1** (each a “Professional” and collectively, the “Professionals”), for the final allowance of compensation, including all holdbacks, for professional services rendered and reimbursement of expenses incurred during the periods set forth on **Exhibit 1** (the “Final Compensation Period”), filed in accordance with the *Second Amended Joint Chapter 11 Plan of Vyaire Medical, Inc. and Its Debtor Affiliates* [Docket No. 719] (the “Plan”) and the *Order Appointing Fee Examiner and Establishing Related Procedures for the Review of Fee Applications of Retained Professionals* [Docket No. 690] (the “Fee Examiner Order”),² and the Court having reviewed the Final Fee

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 otherwise defined herein shall have the meanings ascribed to them in the Plan, Fee Examiner Order or the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 218] (the “Interim Compensation Order”).

Application of each Professional and the *Fee Examiner's Final Report Pertaining to Interim and Final Fee Applications for Debtor Professionals Kirkland & Ellis LLP and PJT Partners LP* [Docket No. 938] (the "Fee Examiner Report"); and it appearing that all of the requirements, as applicable, of sections 327, 328, 330, 331 and 503(b) of title 11 of the Bankruptcy Code, as well as Bankruptcy Rule 2016 and Local Rule 2016-2, have been satisfied; and it further appearing that the expenses incurred were reasonable and necessary; and that notices of the Final Fee Applications were appropriate; and after due deliberation and sufficient cause appearing therefor; IT IS HEREBY ORDERED THAT:

1. Each Final Fee Application is GRANTED and APPROVED as set forth herein.
2. Each of the Professionals is allowed compensation on a final basis for services rendered and reimbursement for actual and necessary expenses incurred during the Final Compensation Period in the amounts set forth on Exhibit 1.
3. To the extent not already paid pursuant to the Interim Compensation Order, each Professional shall be paid one-hundred percent (100%) of the fees and one-hundred percent (100%) of the expenses listed on Exhibit 1 under the column labeled "Total Amount of Fees and Expenses Approved Under this Order" that have not yet been paid in satisfaction of the allowed fees and expenses for services rendered and expenses incurred during the Final Compensation Period.
4. As set forth in the Fee Examiner Report, the Fee Examiner has resolved all fees and expenses with the Professionals, and there are no unresolved fees and expenses that would be subject to further Court order.
5. This Order shall be deemed a separate order with respect to each Final Fee Application. Any stay of this Order pending appeal with respect to any one Professional shall only

apply to the particular Professional that is the subject of such appeal, and shall not operate to stay the applicability and/or finality of this Order with respect to any other Professional.

6. This Court shall retain jurisdiction over all matters arising from or related to the interpretation, implementation, and/or enforcement of this Order.

Exhibit 1

Final Fee Applications
Vyaire Medical, Inc., et al.
Case No. 24-11218 (BLS)

Professional and Title	Final Fee Period	Final Fees Requested	Final Expenses Requested	Total Amount of Fees and Expenses Approved Under this Order
Kirkland & Ellis LLP and Kirkland & Ellis International LLP <i>Counsel to the Debtors</i>	06/09/2024 – 11/14/2024	\$12,250,591.82	\$72,213.15	\$12,292,457.47
PJT Partners LP <i>Investment Banker to the Debtors</i>	06/09/2024 – 11/14/2024	\$8,135,000.00	\$4,213.43	\$8,139,213.43
TOTAL	N/A	\$20,385,591.82	\$76,426.58	\$20,431,670.90