

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

**CERTIFICATION OF COUNSEL REGARDING
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**

The undersigned counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby certifies as follows:

1. 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 Kirkland & Ellis LLP and Kirkland & Ellis International LLP and PJT Partners LP (collectively, the “Professionals”) filed their final fee applications [Docket Nos. 882 & 883] (collectively, the “Final Fee Applications”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

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 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].

2. Pursuant to the Final Fee Applications, objections were to be filed and served no later than January 13, 2025, at 4:00 p.m. (prevailing Eastern Time).

3. The Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) provided certain informal comments with respect to Monthly Fee Statements previously filed by the Professionals. The informal comments were resolved by, among other things, certain agreed upon reductions reflected in the Proposed Order (as defined below).

4. Further, pursuant to the Fee Examiner Order, the Fee Examiner filed 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”). As set forth in the Fee Examiner Report, the Fee Examiner recommends the approval of the fees and expenses requested in the Final Fee Applications subject to the negotiated adjustments. The negotiated adjustments address the Fee Examiner’s concerns with respect to the Final Fee Applications and are reflected in the Proposed Order (as defined below).

5. Other than the Fee Examiner Report and the informal comments received from the U.S. Trustee, the Professionals received no objections or other responses to the Final Fee Applications, and no objections or responses have been filed on the docket.

6. The hearing to consider approval of the Final Fee Applications is scheduled for January 29, 2025, at 10:30 a.m. (prevailing Eastern Time).

7. Counsel to the Debtors prepared a proposed form of order (the “Proposed Order”) approving the Final Fee Applications, which is attached hereto as **Exhibit A**.

8. The Proposed Order has been circulated to the Professionals, the U.S. Trustee, and the Fee Examiner. The Professionals, the U.S. Trustee, and the Fee Examiner do not object to entry of the Proposed Order.

9. Accordingly, the Debtors respectfully request that the Court entered the Proposed Order at its earliest convenience.

Dated: January 21, 2025
Wilmington, Delaware

/s/ Patrick J. Reilley

COLE SCHOTZ P.C.

Patrick J. Reilley (No. 4451)
500 Delaware Avenue, Suite 1410
Wilmington, Delaware 19801
Telephone: (302) 652-3131
Facsimile: (302) 652-3117
Email: preilley@coleschotz.com

- and -

Michael D. Sirota, Esq. (admitted *pro hac vice*)
Warren A. Usatine, Esq (admitted *pro hac vice*)
Court Plaza North, 25 Main Street
Hackensack, New Jersey 07601
Telephone: (201) 489-3000
Facsimile: (201) 489-1536
Email: msirota@coleschotz.com
wusatine@coleschotz.com

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

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
601 Lexington Ave
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: joshua.sussberg@kirkland.com

- and -

Spencer A. Winters, P.C. (admitted *pro hac vice*)
Yusuf U. Salloum (admitted *pro hac vice*)
333 West Wolf Point Plaza
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: spencer.winters@kirkland.com
yusuf.salloum@kirkland.com

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