

EXHIBIT A

Proposed Order

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

In re:

VYAIRE MEDICAL, INC., *et al.*,

Debtors.

Chapter 11

Case No. 24-11217 (BLS)

(Jointly Administered)

Re: Docket No. __

**ORDER GRANTING AND SUSTAINING PLAN ADMINISTRATOR’S FIRST
OMNIBUS OBJECTION (SUBSTANTIVE) TO CERTAIN SECTION 503(B)(9) CLAIMS**

Upon consideration of the *Plan Administrator’s First Omnibus Objection (Substantive)* to *Certain Claims* (the “Objection”);¹ and the Court having jurisdiction over this core proceeding under 28 U.S.C. §§ 157 and 1334; and venue of this matter in the District of Delaware being proper under 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Objection, the Disputed Claims listed on Schedule 1, Schedule 2, Schedule 3, and Schedule 4 hereto, the Declaration of Joel Amico of AP Services, LLC in support of the Objection, any responses to the Objection, and any replies to those responses; and due notice of the Objection having been provided; and the relief sought by the Objection being in the best interests of the Debtors, the Debtors’ creditors and all other parties in interest; and after due deliberation thereon and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Objection is GRANTED to the extent set forth herein.
2. Each Assumed Claim listed on Schedule 1 hereto is hereby disallowed and expunged in its entirety or modified and reduced as set forth in the “Modified Status & Amount” column therein.

¹ Capitalized terms not defined herein shall have the meanings ascribed to the terms in the Objection.

3. Each Non-Statutory Period Claim listed on Schedule 2 hereto is hereby modified and reclassified as set forth in the “Modified Classification Status & Amount” column therein.

4. Each Non-Goods Claim listed on Schedule 3 hereto is hereby modified and reclassified as set forth in the “Modified Classification Status & Amount” column therein.

5. Each Books and Records Claim listed on Schedule 4 hereto is hereby modified and reclassified as set forth in the “Modified Classification Status & Amount” column therein.

6. The Disputed Claims listed on Schedules 1-4 are not Allowed, and the Plan Administrator, the Debtors and their estates, any successors thereto and any other party in interest shall retain and shall have the right to object in the future to any of the claims listed on Schedules 1-4 on any additional grounds, and the Plan Administrator shall retain and shall have the right to amend, modify and/or supplement the Objection as may be necessary.

7. The Plan Administrator is authorized to take any action necessary or appropriate to give effect to this Order and the relief granted therein.

8. Omni Agent Solutions, Inc., the Court-appointed claims and noticing agent in the chapter 11 cases, is hereby authorized and directed to make such revisions to the official claims register as are necessary to reflect the relief granted in this Order.

9. The Plan Administrator’s objection to each Disputed Claim addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each Disputed Claim. Any stay of this Order pending appeal by any of the claimants subject to this Order shall only apply to the contested matter which involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters covered hereby.

10. This Order is without prejudice rights of the Plan Administrator, the Debtors' estates, any successors thereto and any other party in interest to object to any other proof of claim filed in the chapter 11 cases.

11. The Court shall retain jurisdiction over the claimants whose claims are subject to the Objection with respect to any matter arising from or related to the Objection or this Order, including the interpretation, enforcement and implementation of this Order.

SCHEDULE 1
ASSUMED CLAIMS

Objection Key

(Sec)- Secured
(Adm)- Administrative
(503)- 503(b)(9)
(Pri)- Priority
(GUC)- Non-Priority General Unsecured
(Tot)- Total Claim

Item No.	Claimant Name	Case Number	Debtor Against Whom Claim is Filed	Claim No.	Claim Amount & Classification Status	Modified Classification Status & Amount	Reason for Modification
1	Dell Marketing LP	24-12239	Vyair Medical LLC	2	(Sec)- \$ - (Adm)- \$ - (503)- \$ 493,101.16 (Pri)- \$ - (GUC)- \$ 221,809.37 (Tot)- \$ 714,910.53	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 221,809.37 (Tot)- \$ 221,809.37	503(b)(9) portion of the claim was assumed by Trudell and therefore the Debtors are not liable on such claim.
2	Perma Pure	24-11234	Vyair Medical 211, Inc.	10	(Sec)- \$ - (Adm)- \$ - (503)- \$ 189,071.75 (Pri)- \$ - (GUC)- \$ - (Tot)- \$ 189,071.75	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ - (Tot)- \$ -	The Debtors' books and records indicate that \$157,242.75 of the section 503(b)(9) claim was satisfied on or about July 23, 2024 by Check #302314 as is or will be set forth in the The Plan Administrator's First Notice of Satisfaction of Claims. The balance of the 503(b)(9) claim totaling \$31,828.75, to the extent valid, was assumed by Trudell and therefore the Debtors are not liable for such claim.
3	Vacumetrics, Inc.	24-11217	Vyair Medical Inc.	50	(Sec)- \$ - (Adm)- \$ - (503)- \$ 7,590.00 (Pri)- \$ - (GUC)- \$ 20,266.00 (Tot)- \$ 27,856.00	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 20,266.00 (Tot)- \$ 20,266.00	503(b)(9) portion of the claim was assumed by Trudell and therefore the Debtors are not liable for such claim.

SCHEDULE 2**NON-STATUTORY PERIOD CLAIMS****Objection Key**

(Sec)- Secured

(Adm)- Administrative

(503)- 503(b)(9)

(Pri)- Priority

(GUC)- Non-Priority General Unsecured

(Tot)- Total Claim

Item No.	Claimant Name	Case Number	Debtor Against Whom Claim is Filed	Claim No.	Claim Amount & Classification Status	Modified Classification Status & Amount	Reason for Reclassification
1	Greatbatch Medical	24-11217	Vyaire Medical Inc.	119	(Sec)- \$ - (Adm)- \$ - (503)- \$ 2,562,288.00 (Pri)- \$ - (GUC)- \$ 17,200.00 (Tot)- \$ 2,579,488.00	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 2,579,488.00 (Tot)- \$ 2,579,488.00	The proof of claim (including any support) indicates that goods were "ordered and in process of manufacture" and does not reflect any goods were actually received by the Debtors within 20 days of the bankruptcy filing. The Debtors' books and records do not reflect that any goods set forth in the claim were ever received. Claim reclassified in entirety to non-priority general unsecured claim.
2	Enhanced Filter Co.	24-11234	Vyaire Medical 211, Inc.	11	(Sec)- \$ - (Adm)- \$ - (503)- \$ 26,676.70 (Pri)- \$ - (GUC)- \$ - (Tot)- \$ 26,676.70	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 25,174.30 (Tot)- \$ 25,174.30	The Debtors' books and records reflect that only \$1,502.40 is a valid section 503(b)(9) claim and such amount has already been satisfied by the Debtors. The balance of \$25,174.30 were for good received by the Debtors on April 20, 2024 and outside the 20 days prior to the filing of the bankruptcy cases. The balance of \$25,174.30 reclassified to a non-priority general unsecured claim.
3	Pavese AG Prazisionsmechanik	24-11217	Vyaire Medical Inc.	128	(Sec)- \$ - (Adm)- \$ - (503)- \$ 33,177.96 (Pri)- \$ - (GUC)- \$ - (Tot)- \$ 33,177.96	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 33,177.96 (Tot)- \$ 33,177.96	The proof of claim, including any support attached to the proof of claim did not provide sufficient detail establishing that any goods were received by the Debtors within 20 days of the bankruptcy filing. A review of the Debtors' books and records reflects that the goods referenced were received on or about February 29, 2024 and not within 20 days of the bankruptcy filing. Claim reclassified in entirety to non-priority general unsecured claim.

SCHEDULE 3
NON-GOODS CLAIMS

Objection Key

(Sec)- Secured

(Adm)- Administrative

(503)- 503(b)(9)

(Pri)- Priority

(GUC)- Non-Priority General Unsecured

(Tot)- Total Claim

Item No.	Claimant Name	Case Number	Debtor Against Whom Claim is Filed	Claim No.	Claim Amount & Classification Status	Modified Classification Status & Amount	Reason for Reclassification
1	3MD Relocation Services, LLC	24-11217	Vyair Medical Inc.	170	(Sec)- \$ - (Adm)- \$ - (503)- \$ 2,004.50 (Pri)- \$ - (GUC)- \$ - (Tot)- \$ 2,004.50	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 2,004.50 (Tot)- \$ 2,004.50	The proof of claim (including any support) and/or the Debtors' books and records reflect that claim is not based on the Debtors' receipt of any goods. Claim reclassified in entirety to non-priority general unsecured claim.
2	Georgia Dept. of Revenue	24-11230	Vyair Medical 202, Inc.	2	(Sec)- \$ - (Adm)- \$ - (503)- Unknown (Pri)- \$ 77,429.40 (GUC)- \$ 5,541.25 (Tot)- \$ 82,970.65	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ 77,429.40 (GUC)- \$ 5,541.25 (Tot)- \$ 82,970.65	Claimant checked 503(b)(9) box but did not include an amount. The proof of claim (including any support) and/or the Debtors' books and records reflect that claim is not based on the Debtors' receipt of any goods. Section 503(b)(9) portion of claim reclassified in entirety to non-priority general unsecured claim.
3	John L. O'Donoghue, VMD, PhD, DABT	24-11217	Vyair Medical Inc.	215	(Sec)- \$ - (Adm)- \$ - (503)- \$ 7,260.00 (Pri)- \$ - (GUC)- \$ - (Tot)- \$ 7,260.00	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 7,260.00 (Tot)- \$ 7,260.00	The proof of claim (including any support) and/or the Debtors' books and records reflect that claim is not based on the Debtors' receipt of any goods. Proof of claim provides it is for "Professional services performed." Claim reclassified in entirety to non-priority general unsecured claim.
4	McKinley Equipment Corporation	24-11217	Vyair Medical Inc.	171	(Sec)- \$ - (Adm)- \$ - (503)- \$ 1,191.63 (Pri)- \$ - (GUC)- \$ 4,381.43 (Tot)- \$ 5,573.06	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 5,573.06 (Tot)- \$ 5,573.06	The proof of claim (including any support) and/or the Debtors' books and records reflect that claim is not based on the Debtors' receipt of any goods. Proof of claim provides it is for "services performed." Section 503(b)(9) portion of claim reclassified in entirety to non-priority general unsecured claim.

5	Qmedic W.L.L.	24-1117	Vyaire Medical Inc.	174	(Sec)- \$ -	(Sec)- \$ -	The proof of claim (including any support) and/or the Debtors' books and records reflect that claim is not based on the Debtors' receipt of any goods. Proof of claim provides it is for "Balance of Credit Note in our Favour." Claim reclassified in entirety to non-priority general unsecured claim.
					(Adm)- \$ -	(Adm)- \$ -	
					(503)- \$ -	(503)- \$ -	
					(Pri)- \$ 4,989.96	(Pri)- \$ -	
					(GUC)- \$ -	(GUC)- \$ 4,989.96	
					(Tot)- \$ 4,989.96	(Tot)- \$ 4,989.96	

SCHEDULE 4
BOOKS AND RECORDS CLAIMS

Objection Key

(Sec)- Secured

(Adm)- Administrative

(503)- 503(b)(9)

(Pri)- Priority

(GUC)- Non-Priority General Unsecured

(Tot)- Total Claim

Item No.	Claimant Name	Case Number	Debtor Against Whom Claim is Filed	Claim No.	Claim Amount & Classification Status	Modified Classification Status & Amount	Reason for Reclassification
1	Ambrit Engineering	24-11217	Vyaire Medical, Inc.	109	(Sec)- \$ - (Adm)- \$ - (503)- Unknown (Pri)- \$ - (GUC)- \$ 127,811.50 (Tot)- \$ 127,811.50	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 127,811.50 (Tot)- \$ 127,811.50	Claimant checked 503(b)(9) box but did not include an amount. The proof of claim, including any support attached to the proof of claim did not provide sufficient detail establishing that any goods were received by the Debtors within 20 days of the bankruptcy filing. A review of the Debtors' books and records also do not reflect sufficient information establishing that any goods were received by the Debtors within 20 days of the bankruptcy filing. Claim reclassified in entirety to non-priority general unsecured claim.
2	Central-Medori (Int'l) Pte Ltd	24-11234	Vyaire Medical 211, Inc.	12	(Sec)- \$ - (Adm)- \$ - (503)- \$ 19,685.94 (Pri)- \$ - (GUC)- \$ - (Tot)- \$ 19,685.94	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 19,685.94 (Tot)- \$ 19,685.94	The proof of claim, including any support attached to the proof of claim did not provide sufficient detail establishing that any goods were received by the Debtors within 20 days of the bankruptcy filing. A review of the Debtors' books and records also do not reflect sufficient information establishing that any goods were received by the Debtors within 20 days of the bankruptcy filing. Claim reclassified in entirety to non-priority general unsecured claim.
3	Greatbatch Medical	24-11217	Vyaire Medical Inc.	119	(Sec)- \$ - (Adm)- \$ - (503)- \$ 2,562,288.00 (Pri)- \$ - (GUC)- \$ 17,200.00 (Tot)- \$ 2,579,488.00	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 2,579,488.00 (Tot)- \$ 2,579,488.00	The proof of claim, including any support attached to the proof of claim did not provide sufficient detail establishing that any goods were received by the Debtors within 20 days of the bankruptcy filing. A review of the Debtors' books and records also do not reflect information establishing that any goods were received by the Debtors within 20 days of the bankruptcy filing. Section 503(b)(9) portion of claim reclassified to non-priority general unsecured claim.

4	Trademark Plastics, Inc.	24-11217	Vyair Medical Inc.	206	(Sec)- \$ - (Adm)- \$ - (503)- Unknown (Pri)- \$ - (GUC)- \$ 19,204.32 (Tot)- \$ 19,204.32	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 19,204.32 (Tot)- \$ 19,204.32	Claimant checked 503(b)(9) box but did not include an amount. The proof of claim, including any support attached to the proof of claim did not provide sufficient detail establishing that any goods were received by the Debtors within 20 days of the bankruptcy filing. A review of the Debtors' books and records also do not reflect information establishing that any goods were received by the Debtors within 20 days of the bankruptcy filing. Claim reclassified in entirety to non-priority general unsecured claim.
5	United States Plastic Corp.	24-11231	Vyair Medical 203, Inc.	5	(Sec)- \$ - (Adm)- \$ - (503)- \$ 1,751.01 (Pri)- \$ - (GUC)- \$ - (Tot)- \$ 1,751.01	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 1,751.01 (Tot)- \$ 1,751.01	The proof of claim, including any support attached to the proof of claim did not provide sufficient detail establishing that any goods were received by the Debtors within 20 days of the bankruptcy filing. A review of the Debtors' books and records also do not reflect information establishing that any goods were received by the Debtors within 20 days of the bankruptcy filing. Section 503(b)(9) portion of claim reclassified to non-priority general unsecured claim.
6	Vacumetrics, Inc.	24-11217	Vyair Medical Inc.	50	(Sec)- \$ - (Adm)- \$ - (503)- \$ 7,590.00 (Pri)- \$ - (GUC)- \$ 20,266.00 (Tot)- \$ 27,856.00	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 27,856.00 (Tot)- \$ 27,856.00	The proof of claim, including any support attached to the proof of claim did not provide sufficient detail establishing that any goods were received by the Debtors within 20 days of the bankruptcy filing. A review of the Debtors' books and records also do not reflect information establishing that any goods were received by the Debtors within 20 days of the bankruptcy filing. Section 503(b)(9) portion of claim reclassified to non-priority general unsecured claim.