

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

|                                                   |                                                              |
|---------------------------------------------------|--------------------------------------------------------------|
| In re:                                            | ) Chapter 11                                                 |
|                                                   | )                                                            |
| VYAIR MEDICAL, INC., <i>et al.</i> , <sup>1</sup> | ) Case No. 24-11217 (BLS)                                    |
|                                                   | )                                                            |
|                                                   | ) (Jointly Administered)                                     |
| Debtors.                                          | )                                                            |
|                                                   | ) <b>Obj. Deadline: 2/14/25 at 4:00 p.m. (ET)</b>            |
|                                                   | ) <b>Hrg. Date: 3/5/25 at 10:30 a.m. (ET)</b>                |
|                                                   | ) <b>Related to Docket Nos. 402, 592, 619, 696, 759, 888</b> |
|                                                   | )                                                            |

**SUMMARY OF SECOND INTERIM AND FINAL FEE  
APPLICATION OF MCDERMOTT WILL & EMERY LLP, COUNSEL TO  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE  
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR (I) THE  
INTERIM PERIOD FROM SEPTEMBER 1, 2024 THROUGH NOVEMBER 14, 2024;  
(II) THE CASE PERIOD FROM JUNE 28, 2024 THROUGH NOVEMBER 14, 2024;  
(III) THE POST-CONFIRMATION PERIOD FROM NOVEMBER 15, 2024 THROUGH  
NOVEMBER 27, 2024; AND (IV) THE POST-EFFECTIVE DATE PERIOD  
FROM NOVEMBER 28, 2024 THROUGH JANUARY 22, 2025**

|                                                                                      |                                                                                         |
|--------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| Name of Applicant:                                                                   | <b>McDERMOTT WILL &amp; EMERY LLP</b>                                                   |
| Authorized to provide professional services to:                                      | <b>Official Committee of Unsecured Creditors of Vyaire Medical, Inc., <i>et al.</i></b> |
| Date of retention:                                                                   | <b>July 30, 2024, effective June 28, 2024</b>                                           |
| Interim period for which compensation and reimbursement are sought:                  | <b>September 1, 2024 through November 14, 2024</b>                                      |
| Amount of interim compensation sought as actual, reasonable, and necessary:          | <b>\$922,735.78</b>                                                                     |
| Amount of interim expense reimbursement sought as actual, reasonable, and necessary: | <b>\$3,208.79</b>                                                                       |
| Case period for which compensation and reimbursement are sought:                     | <b>June 28, 2024 through November 14, 2024</b>                                          |

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.

|                                                                                                |                                                    |
|------------------------------------------------------------------------------------------------|----------------------------------------------------|
| Amount of final compensation sought as actual, reasonable, and necessary:                      | <b>\$2,176,106.18<sup>2</sup></b>                  |
| Amount of final expense reimbursement sought as actual, reasonable, and necessary:             | <b>\$8,168.49</b>                                  |
| Post-confirmation period for which compensation and reimbursement are sought:                  | <b>November 15, 2024 through November 27, 2024</b> |
| Amount of post-confirmation compensation sought as actual, reasonable, and necessary:          | <b>\$19,102.05</b>                                 |
| Amount of post-confirmation expense reimbursement sought as actual, reasonable, and necessary: | <b>\$341.84</b>                                    |
| Post-effective date period for which compensation and reimbursement are sought:                | <b>November 28, 2024 through January 22, 2025</b>  |
| Amount of post-effective date compensation sought as actual, reasonable, and necessary:        | <b>\$37,015.80</b>                                 |
| This is an:                                                                                    | <b>Interim and Final Fee Application</b>           |

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<sup>2</sup> This amount reflects a voluntary reduction of professional fees in the amount of \$22,500 as referenced in the *First Omnibus Order Awarding Interim Allowance of Compensation for Services Rendered and Reimbursement of Expenses* [Docket No. 834] (the “First Interim Fee Order”).

**SUMMARY OF MONTHLY FEE APPLICATIONS FOR INTERIM FEE PERIOD**

| <b>MONTHLY FEE APPLICATION</b>         |                              |                      | <b>REQUESTED FEES AND EXPENSES</b> |                    | <b>APPROVED FEES AND EXPENSES</b> |                          | <b>HOLDBACK</b>     |
|----------------------------------------|------------------------------|----------------------|------------------------------------|--------------------|-----------------------------------|--------------------------|---------------------|
| Application Docket No.<br>Date Filed   | CNO Date Filed<br>Docket No. | Period Covered       | Requested Fees                     | Requested Expenses | Approved Fees (80%)               | Approved Expenses (100%) | Fees Holdback (20%) |
| Third Monthly<br>D.I. 696<br>10/31/24  | 11/22/24<br>D.I. 794         | 9/1/24-<br>9/30/24   | \$480,715.38                       | \$2,222.21         | \$384,572.30                      | \$2,222.21               | \$96,143.08         |
| Fourth Monthly<br>D.I. 759<br>11/21/24 | 12/13/24<br>D.I. 840         | 10/1/24-<br>10/31/24 | \$329,105.98                       | \$986.58           | \$263,284.78                      | \$986.58                 | \$65,821.20         |
| Fifth Monthly<br>D.I. 888<br>12/26/24  | 1/17/25<br>D.I. 935          | 11/1/24-<br>11/14/24 | \$112,914.43                       | \$0.00             | \$90,331.54                       | \$0.00                   | \$22,582.89         |
| Total                                  |                              |                      | \$922,735.78                       | \$3,208.79         | \$738,188.62                      | \$3,208.79               | \$184,547.16        |

**SUMMARY OF MONTHLY AND INTERIM FEE APPLICATIONS FOR CASE PERIOD**

| <b>MONTHLY FEE APPLICATION</b>         |                              |                      | <b>REQUESTED FEES AND EXPENSES</b> |                    | <b>APPROVED FEES AND EXPENSES</b> |                   | <b>HOLDBACK</b> |
|----------------------------------------|------------------------------|----------------------|------------------------------------|--------------------|-----------------------------------|-------------------|-----------------|
| Application Docket No.<br>Date Filed   | CNO Date Filed<br>Docket No. | Period Covered       | Requested Fees                     | Requested Expenses | Approved Fees                     | Approved Expenses | Fees Holdback   |
| First Monthly<br>D.I. 402<br>8/21/24   | 9/16/24<br>D.I. 525          | 6/28/24-<br>7/31/24  | \$738,990.00                       | \$3,295.01         | \$591,192.00                      | \$3,295.01        | \$147,798.00    |
| Second Monthly<br>D.I. 592<br>10/1/24  | 10/25/24<br>D.I. 679         | 8/1/24-<br>8/31/24   | \$536,880.40                       | \$1,664.69         | \$429,504.32                      | \$1,664.69        | \$107,376.08    |
| First Interim<br>D.I. 619<br>10/1/24   | N/A                          | 6/28/24-<br>8/31/24  | \$1,275,870.40                     | \$4,959.70         | \$1,253,370.40 <sup>3</sup>       | \$4,959.70        | \$0.00          |
| Third Monthly<br>D.I. 696<br>10/31/24  | 11/22/24<br>D.I. 794         | 9/1/24-<br>9/30/24   | \$480,715.38                       | \$2,222.21         | \$384,572.30                      | \$2,222.21        | \$96,143.08     |
| Fourth Monthly<br>D.I. 759<br>11/21/24 | 12/13/24<br>D.I. 840         | 10/1/24-<br>10/31/24 | \$329,105.98                       | \$986.58           | \$263,284.78                      | \$986.58          | \$65,821.20     |
| Fifth Monthly<br>D.I. 888<br>12/26/24  | 1/17/25<br>D.I. 935          | 11/1/24-<br>11/14/24 | \$112,914.43                       | \$0.00             | \$90,331.54                       | \$0.00            | \$22,582.89     |
| Total <sup>4</sup>                     |                              |                      | \$2,198,606.18                     | \$8,168.49         | \$1,991,559.02                    | \$8,168.49        | \$184,547.16    |

<sup>3</sup> This amount reflects a voluntary reduction of professional fees in the amount of \$22,500 as referenced in the First Interim Fee Order.

<sup>4</sup> The total amounts shown are the sums of the amounts shown for the first interim and third, fourth, and fifth monthly fee applications.

**OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF VYAIRE MEDICAL, INC., *ET AL.*  
SUMMARY OF BILLING BY PROFESSIONAL FOR INTERIM  
PERIOD FROM SEPTEMBER 1, 2024 THROUGH NOVEMBER 14, 2024**

| <b>Name of Professional Person</b> | <b>Date of Bar Admission</b> | <b>Position with the Applicant and Practice Area</b> | <b>Hourly Billing Rate<sup>5</sup></b> | <b>Total Billed Hours</b> | <b>Total Compensation</b> |
|------------------------------------|------------------------------|------------------------------------------------------|----------------------------------------|---------------------------|---------------------------|
| Joel C. Haims                      | 1994                         | Partner; Trial                                       | \$1,830                                | 11.0                      | \$20,130.00               |
| Kristin K. Going                   | 2002                         | Partner; Corporate Advisory                          | \$1,750                                | 137.6                     | \$240,800.00              |
| David R. Hurst                     | 1998                         | Partner; Corporate Advisory                          | \$1,750                                | 51.4                      | \$89,950.00               |
| Darren Azman                       | 2011                         | Partner; Corporate Advisory                          | \$1,650                                | 16.6                      | \$27,390.00               |
| Maris J. Kandestin                 | 2004                         | Partner; Corporate Advisory                          | \$1,650                                | 152.1                     | \$250,965.00              |
| William Hadler                     | 2008                         | Partner; Corporate Advisory                          | \$1,575                                | 1.0                       | \$1,575.00                |
| Kelly D. Newsome                   | 2015                         | Partner; White Collar & Securities                   | \$1,525                                | 71.7                      | \$109,342.50              |
| Riley Orloff                       | 2015                         | Partner; Corporate Advisory                          | \$1,525                                | 0.4                       | \$610.00                  |
| Daniel Thomson                     | 2019                         | Associate; Corporate Advisory                        | \$1,290                                | 5.0                       | \$6,450.00                |
| Carole Wurzelbacher                | 2015                         | Associate; Corporate Advisory                        | \$1,245                                | 100.6                     | \$125,247.00              |
| Kristin E. Schwam                  | 2020                         | Associate; White Collar & Securities                 | \$1,200                                | 80.6                      | \$96,720.00               |
| Elizabeth H. Shereff               | 2022                         | Associate; Trial                                     | \$1,040                                | 30.0                      | \$31,200.00               |
| Rebecca E. Trickey                 | 2022                         | Associate; Corporate Advisory                        | \$925                                  | 54.7                      | \$50,597.50               |

<sup>5</sup> Except as set forth below, the rate represents the current standard hourly rate of each McDermott attorney and paralegal who rendered legal services.

| <b>Name of Professional Person</b>               | <b>Date of Bar Admission</b> | <b>Position with the Applicant and Practice Area</b> | <b>Hourly Billing Rate<sup>5</sup></b> | <b>Total Billed Hours</b> | <b>Total Compensation</b> |
|--------------------------------------------------|------------------------------|------------------------------------------------------|----------------------------------------|---------------------------|---------------------------|
| Matthew G. Gibson                                | N/A                          | Law Clerk; Trial                                     | \$805                                  | 22.3                      | \$17,951.50               |
| Edward Y. Kwon                                   | N/A                          | Technology Project Manager                           | \$570                                  | 4.9                       | \$2,793.00                |
| Nolley M. Rainey                                 | N/A                          | Paralegal; Corporate Advisory                        | \$500                                  | 24.9                      | \$12,450.00               |
| Andy Garcia                                      | N/A                          | Litigation Technology Data Analyst                   | \$280                                  | 2.0                       | \$560.00                  |
| Daniel Valentino                                 | N/A                          | Litigation Technology Data Analyst                   | \$280                                  | 3.0                       | \$840.00                  |
| <b>TOTALS</b>                                    |                              |                                                      |                                        | <b>769.8</b>              | <b>\$1,085,571.50</b>     |
| <b>Less 15% Client Accommodation<sup>6</sup></b> |                              |                                                      |                                        |                           | <b>\$162,835.73</b>       |
| <b>ADJUSTED TOTAL</b>                            |                              |                                                      |                                        |                           | <b>\$922,735.78</b>       |

**Blended Rate: \$1,198.67<sup>7</sup>**

<sup>6</sup> As an accommodation to the Committee, McDermott has agreed to discount the amount of its monthly invoices by an amount equal to 15% of the aggregate fees requested in each such invoice.

<sup>7</sup> The blended rate was calculated by dividing the adjusted total fees sought by the aggregate number of hours worked by McDermott Professionals.

**OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF VYAIRE MEDICAL, INC., *ET AL.*  
COMPENSATION BY PROJECT CATEGORY FOR INTERIM  
PERIOD FROM SEPTEMBER 1, 2024 THROUGH NOVEMBER 14, 2024**

| <b>Project Category</b>                          | <b>Total Hours</b> | <b>Total Fees</b>     |
|--------------------------------------------------|--------------------|-----------------------|
| Case Administration                              | 13.0               | \$8,835.00            |
| Asset Disposition                                | 76.9               | \$118,825.00          |
| Meetings and Communications with Creditors       | 86.8               | \$124,869.50          |
| Court Hearings                                   | 5.8                | \$9,131.00            |
| Fee and Employment Applications                  | 50.2               | \$72,436.00           |
| Contested and Litigation-Related Matters         | 243.8              | \$309,689.50          |
| Financing/Cash Collateral                        | 0.8                | \$1,310.00            |
| Plan/Disclosure Statement                        | 292.5              | \$440,475.50          |
| <b>TOTALS</b>                                    | <b>769.8</b>       | <b>\$1,085,571.50</b> |
| <b>Less 15% Client Accommodation<sup>8</sup></b> |                    | <b>\$162,835.73</b>   |
| <b>ADJUSTED TOTAL</b>                            |                    | <b>\$922,735.78</b>   |

<sup>8</sup> As an accommodation to the Committee, McDermott has agreed to discount the amount of its monthly invoices by an amount equal to 15% of the aggregate fees requested in each such invoice.

**OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF VYAIRE MEDICAL, INC., *ET AL.*  
EXPENSE SUMMARY FOR INTERIM PERIOD FROM  
SEPTEMBER 1, 2024 THROUGH NOVEMBER 14, 2024**

| <b>Expense Category</b> | <b>Service Provider<br/>(if applicable)</b> | <b>Total Expenses</b> |
|-------------------------|---------------------------------------------|-----------------------|
| Outside Service         | Reliable                                    | \$2,919.34            |
| Transcripts             | Reliable                                    | \$149.85              |
| Messenger/Courier       | Reliable                                    | \$9.60                |
| Other Court Fees        | PACER                                       | \$130.00              |
| <b>TOTAL</b>            |                                             | <b>\$3,208.79</b>     |

**OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF VYAIRE MEDICAL, INC., *ET AL.*  
SUMMARY OF BILLING BY PROFESSIONAL FOR CASE  
PERIOD FROM JUNE 28, 2024 THROUGH NOVEMBER 14, 2024**

| <b>Name of Professional Person</b> | <b>Date of Bar Admission</b> | <b>Position with the Applicant and Practice Area</b> | <b>Hourly Billing Rate<sup>9</sup></b> | <b>Total Billed Hours</b> | <b>Total Compensation</b> |
|------------------------------------|------------------------------|------------------------------------------------------|----------------------------------------|---------------------------|---------------------------|
| Joel C. Haims                      | 1994                         | Partner;<br>Trial                                    | \$1,830                                | 11.0                      | \$20,130.00               |
| Kristin K. Going                   | 2002                         | Partner;<br>Corporate Advisory                       | \$1,750                                | 224.5                     | \$392,875.00              |
| David R. Hurst                     | 1998                         | Partner;<br>Corporate Advisory                       | \$1,750                                | 192.3                     | \$336,525.00              |
| James R. Ravitz                    | 1998                         | Partner;<br>Healthcare                               | \$1,700                                | 8.9                       | \$15,130.00               |
| Darren Azman                       | 2011                         | Partner;<br>Corporate Advisory                       | \$1,650                                | 57.2                      | \$94,380.00               |
| Maris J. Kandestin                 | 2004                         | Partner;<br>Corporate Advisory                       | \$1,650                                | 331.5                     | \$546,975.00              |
| William Hadler                     | 2008                         | Partner;<br>Corporate Advisory                       | \$1,575                                | 17.2                      | \$27,090.00               |
| Kelly D. Newsome                   | 2015                         | Partner;<br>White Collar & Securities                | \$1,525                                | 175.3                     | \$267,332.50              |
| Riley Orloff                       | 2015                         | Partner;<br>Corporate Advisory                       | \$1,525                                | 17.8                      | \$27,145.00               |
| Deanna D. Boll                     | 1998                         | Counsel;<br>Corporate Advisory                       | \$1,395                                | 7.3                       | \$10,183.50               |
| Kevin M. Regan                     | 2018                         | Partner;<br>Trial                                    | \$1,350                                | 21.5                      | \$29,025.00               |
| Daniel Thomson                     | 2019                         | Associate;<br>Corporate Advisory                     | \$1,290                                | 5.0                       | \$6,450.00                |
| Nick W. Greiner                    | 2018                         | Associate;<br>Corporate Advisory                     | \$1,245                                | 7.0                       | \$8,715.00                |

<sup>9</sup> Except as set forth below, the rate represents the current standard hourly rate of each McDermott attorney and paralegal who rendered legal services.

| <b>Name of Professional Person</b> | <b>Date of Bar Admission</b> | <b>Position with the Applicant and Practice Area</b> | <b>Hourly Billing Rate<sup>9</sup></b> | <b>Total Billed Hours</b> | <b>Total Compensation</b> |
|------------------------------------|------------------------------|------------------------------------------------------|----------------------------------------|---------------------------|---------------------------|
| Carole Wurzelbacher                | 2015                         | Associate;<br>Corporate<br>Advisory                  | \$1,245                                | 222.9                     | \$277,510.50              |
| Kristin E. Schwam                  | 2020                         | Associate;<br>White Collar<br>& Securities           | \$1,200                                | 130.8                     | \$156,960.00              |
| Marissa L. Hill Daley              | 2017                         | Associate;<br>Healthcare                             | \$1,155                                | 12.6                      | \$14,553.00               |
| Jesse E. Douglas                   | 2020                         | Associate;<br>Corporate<br>Advisory                  | \$1,155                                | 27.3                      | \$31,531.50               |
| Elizabeth H. Shereff               | 2022                         | Associate;<br>Trial                                  | \$1,040                                | 30.0                      | \$31,200.00               |
| Benjamin Glass                     | 2023                         | Associate;<br>Corporate<br>Advisory                  | \$925                                  | 24.6                      | \$22,755.00               |
| Rebecca E. Trickey                 | 2022                         | Associate;<br>Corporate<br>Advisory                  | \$925                                  | 181.8                     | \$168,165.00              |
| Matthew G. Gibson                  | N/A                          | Law Clerk;<br>Trial                                  | \$805                                  | 72.8                      | \$58,604.00               |
| Daniel D. Northrop                 | N/A                          | Paralegal;<br>Corporate<br>Advisory                  | \$745                                  | 5.0                       | \$3,725.00                |
| Edward Y. Kwon                     | N/A                          | Technology<br>Project<br>Manager                     | \$570                                  | 10.6                      | \$6,042.00                |
| Jessica M. Hirshon                 | N/A                          | Paralegal;<br>Corporate<br>Advisory                  | \$565                                  | 7.9                       | \$4,463.50                |
| Nolley M. Rainey                   | N/A                          | Paralegal;<br>Corporate<br>Advisory                  | \$500                                  | 52.1                      | \$26,050.00               |
| Fिताlesh G. Belayneh               | N/A                          | Litigation<br>Technology<br>Data Analyst             | \$280                                  | 1.5                       | \$420.00                  |
| Andy Garcia                        | N/A                          | Litigation<br>Technology<br>Data Analyst             | \$280                                  | 5.0                       | \$1,400.00                |
| Daniel Valentino                   | N/A                          | Litigation<br>Technology<br>Data Analyst             | \$280                                  | 4.5                       | \$1,260.00                |
| <b>TOTALS</b>                      |                              |                                                      |                                        | <b>1,865.9</b>            | <b>\$2,586,595.50</b>     |

| <b>Name of Professional Person</b>                | <b>Date of Bar Admission</b> | <b>Position with the Applicant and Practice Area</b> | <b>Hourly Billing Rate<sup>9</sup></b> | <b>Total Billed Hours</b> | <b>Total Compensation</b> |
|---------------------------------------------------|------------------------------|------------------------------------------------------|----------------------------------------|---------------------------|---------------------------|
| <b>Less 15% Client Accommodation<sup>10</sup></b> |                              |                                                      |                                        |                           | <b>\$387,989.33</b>       |
| <b>ADJUSTED TOTAL</b>                             |                              |                                                      |                                        |                           | <b>\$2,198,606.18</b>     |

**Blended Rate: \$1,178.31<sup>11</sup>**

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<sup>10</sup> As an accommodation to the Committee, McDermott has agreed to discount the amount of its monthly invoices by an amount equal to 15% of the aggregate fees requested in each such invoice.

<sup>11</sup> The blended rate was calculated by dividing the adjusted total fees sought by the aggregate number of hours worked by McDermott Professionals.

**OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF VYAIRE MEDICAL, INC., *ET AL.*  
COMPENSATION BY PROJECT CATEGORY FOR CASE  
PERIOD FROM JUNE 28, 2024 THROUGH NOVEMBER 14, 2024**

| <b>Project Category</b>                           | <b>Total Hours</b> | <b>Total Fees</b>     |
|---------------------------------------------------|--------------------|-----------------------|
| Case Administration                               | 105.1              | \$127,780.50          |
| Asset Disposition                                 | 335.7              | \$482,633.50          |
| Meetings and Communications with Creditors        | 190.4              | \$269,075.00          |
| Court Hearings                                    | 66.9               | \$97,417.50           |
| Fee and Employment Applications                   | 143.8              | \$216,978.00          |
| Assumption/Rejection of Leases                    | 0.8                | \$1,228.50            |
| Contested and Litigation-Related Matters          | 546.6              | \$700,276.50          |
| Non-Working Travel                                | 3.2                | \$5,600.00            |
| Financing/Cash Collateral                         | 178.7              | \$241,380.50          |
| Claims Administration and Objections              | 1.7                | \$2,875.00            |
| Plan/Disclosure Statement                         | 293.0              | \$441,350.50          |
| <b>TOTALS</b>                                     | <b>1,865.9</b>     | <b>\$2,586,595.50</b> |
| <b>Less 15% Client Accommodation<sup>12</sup></b> |                    | <b>\$387,989.33</b>   |
| <b>ADJUSTED TOTAL</b>                             |                    | <b>\$2,198,606.18</b> |

<sup>12</sup> As an accommodation to the Committee, McDermott has agreed to discount the amount of its monthly invoices by an amount equal to 15% of the aggregate fees requested in each such invoice.

**OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF VYAIRE MEDICAL, INC., *ET AL.*  
EXPENSE SUMMARY FOR CASE PERIOD  
FROM JUNE 28, 2024 THROUGH NOVEMBER 14, 2024**

| <b>Expense Category</b> | <b>Service Provider<br/>(if applicable)</b> | <b>Total Expenses</b> |
|-------------------------|---------------------------------------------|-----------------------|
| Outside Service         | Reliable                                    | \$7,125.00            |
| Transcripts             | Reliable                                    | \$149.85              |
| Messenger/Courier       | Reliable                                    | \$9.60                |
| Court Filing Fees       |                                             | \$100.00              |
| Other Court Fees        | PACER                                       | \$130.00              |
| Transportation          | Various                                     | \$654.04              |
| <b>TOTAL</b>            |                                             | <b>\$8,168.49</b>     |

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

|                                                    |   |                                                     |
|----------------------------------------------------|---|-----------------------------------------------------|
| In re:                                             | ) | Chapter 11                                          |
| VYAIRE MEDICAL, INC., <i>et al.</i> , <sup>1</sup> | ) | Case No. 24-11217 (BLS)                             |
| Debtors.                                           | ) | (Jointly Administered)                              |
|                                                    | ) | Obj. Deadline: 2/14/25 at 4:00 p.m. (ET)            |
|                                                    | ) | Hrg. Date: 3/5/25 at 10:30 a.m. (ET)                |
|                                                    | ) | Related to Docket Nos. 402, 592, 619, 696, 759, 888 |

**SECOND INTERIM AND FINAL FEE APPLICATION OF MCDERMOTT  
WILL & EMERY LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR (I) THE INTERIM PERIOD FROM  
SEPTEMBER 1, 2024 THROUGH NOVEMBER 14, 2024; (II) THE CASE PERIOD  
FROM JUNE 28, 2024 THROUGH NOVEMBER 14, 2024; (III) THE POST-  
CONFIRMATION PERIOD FROM NOVEMBER 15, 2024 THROUGH  
NOVEMBER 27, 2024; AND (IV) THE POST-EFFECTIVE DATE PERIOD  
FROM NOVEMBER 28, 2024 THROUGH JANUARY 22, 2025**

McDermott Will & Emery LLP (the “Applicant” or “McDermott”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Vyair Medical, Inc. and its affiliated debtors (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), submits this second interim and final fee application (the “Application”), pursuant to (i) sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and (iv) the *Second Amended Joint Chapter 11 Plan of Vyair Medical, Inc. and Its Debtor Affiliates*

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<sup>1</sup> 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.

[Docket No. 719] (the “Plan”), for final allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred for the (i) the interim period from September 1, 2024 through November 14, 2024 (the “Interim Period”), (ii) the period from June 28, 2024 through November 14, 2024 (the “Case Period”), (iii) the period from November 15, 2024 through November 27, 2024 (the “Post-Confirmation Period”), and (iv) the period from November 28, 2024 through January 22, 2025 (the “Post-Effective Date Period”). In support of the Application, McDermott submits the Certification of Darren Azman, attached hereto as **Exhibit A**. In further support of the Application, McDermott respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. The Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and the Application in this District is proper under 28 U.S.C. §§ 1408 and 1409.

2. The legal predicates for the relief requested herein are Bankruptcy Code sections 330 and 331, Bankruptcy Rule 2016, and Local Rule 2016-2.

3. McDermott confirms its consent, pursuant to Local Rule 9013-1(f), to the entry of a final order by the Court in connection with the Application in the event that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

## **BACKGROUND**

### **A. The Chapter 11 Cases**

4. On June 9, 2024 (the “Petition Date”), the Debtors commenced the Chapter 11 Cases by filing petitions for relief under chapter 11 of the Bankruptcy Code with the Court. No trustee or examiner has been appointed in the Chapter 11 Cases.

5. On June 26, 2024, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the Committee under section 1102(a)(1) of the Bankruptcy Code. *See* Docket No. 121.

6. On November 14, 2024, the Court entered the *Findings of Fact, Conclusions of Law, and Order Approving the Debtor’s 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 “Confirmation Order”), thereby confirming the Plan. On November 27, 2024 (the “Effective Date”), the Plan became effective. *See* Docket No. 810.

7. Article II.B.1 of the Plan provides that all chapter 11 case professionals must file final requests for payment of compensation and reimbursement of expenses no later than sixty (60) days after the Effective Date. *See* Plan, Art. II.B.1. This Application represents McDermott’s second interim fee application and final request for payment of compensation and reimbursement of expenses in the Chapter 11 Cases.

### **B. The Committee’s Retention of McDermott**

8. On July 9, 2024, the Committee applied [Docket Nos. 215] to the Court for an order authorizing the Committee to retain and employ McDermott as its counsel, effective as of

June 28, 2024. On July 30, 2024, the Court entered an order [Docket No. 336] authorizing such retention.

### **C. The Interim Compensation Order**

9. On July 9, 2024, the Court entered 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”),<sup>2</sup> which established the procedures for interim compensation and reimbursement of expenses in the Chapter 11 Cases.

### **RELIEF REQUESTED**

10. By this Application, McDermott seeks approval and allowance of compensation in the amount of \$922,735.78 for professional services rendered, and reimbursement of actual and necessary expenses in the amount of \$3,208.79 incurred, during the Interim Period. McDermott also seeks final approval and allowance of (i) compensation in the amount of \$2,176,106.18 for professional services rendered, and reimbursement of actual and necessary expenses in the amount of \$8,168.49 incurred, during the Case Period, including any and all holdbacks; (ii) compensation in the amount of \$19,102.05 for professional services rendered, and reimbursement of actual and necessary expenses in the amount of \$341.84 incurred, during the Post-Confirmation Period; (iii) compensation in the amount of \$37,015.80 for professional services rendered during the Post-Effective Date Period. Pursuant to the Interim Compensation Order, and as detailed in the chart above, McDermott filed five monthly fee applications (collectively, the “Monthly Fee Applications”) and an interim fee application (the “Interim Fee Application”) during the Chapter 11 Cases. *See* Docket Nos. 402, 592, 619, 696, 759, 888.

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<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such items in the Interim Compensation Order.

11. In support of this request for the final allowance of all fees and expenses incurred by McDermott during the Case Period, McDermott incorporates herein by reference each of its Monthly Fee Applications and the Interim Fee Application, together with the certificates of no objection filed with respect to the same.

### **DESCRIPTION OF SERVICES RENDERED**

12. During the Case Period, McDermott professionals, including attorneys and paraprofessionals (collectively, the “McDermott Professionals”), devoted 1,865.9 hours to, among other things, contested and litigation-related matters, sale matters, plan and disclosure statement matters, meetings and communications with the Committee and other creditors, financing and cash collateral matters, preparation of professional fee and retention applications, case administration matters, and preparation for and attendance at hearings. McDermott Professionals’ most significant work in these matter categories is summarized below, and all work performed by McDermott Professionals in the Chapter 11 Cases is described in detail in the Monthly Fee Applications, the invoice attached hereto as **Exhibit B** (for the Post-Confirmation Period), and the invoices attached hereto as **Exhibit C** (for the Post-Effective Date Period).

**A. Contested and Litigation-Related Matters**  
**Amount Sought: \$700,276.50**

13. During the Case Period, McDermott Professionals devoted substantial time to a fulsome investigation into potential claims and causes of action against the Debtors’ directors and officers and lender parties. Among other things, McDermott Professionals (i) drafted and issued discovery requests, (ii) reviewed and analyzed documents produced in connection with the discovery requests, in addition to other publicly available information, (iii) participated in witness interviews, (iv) met and conferred with Cole Schotz P.C. regarding the results of its separate investigation into the conduct of the Debtors’ directors and officers, (v) prepared

summaries and presentation materials for the Committee regarding the investigation and conferred with the Committee regarding strategy for the same, (vi) conducted research regarding discovery matters, including issues relating to privilege, (vii) met and conferred with the discovery parties as appropriate to better coordinate production of discovery, and (viii) coordinated with the Committee's other professionals regarding the on-going investigation and strategy related to the same.

14. McDermott Professionals devoted a total of 546.6 hours to contested and litigation-related matters during the Case Period, for which compensation in the amount of \$700,276.50 is sought.

**B. Asset Disposition**  
**Amount Sought: \$482,633.50**

15. During the Case Period, McDermott Professionals devoted time to, among other things, (i) reviewing and analyzing the Debtors' bidding procedures with respect to the sale of their assets and engaging with the Committee and Debtors' advisors regarding the same, (ii) engaging with the Debtors' advisors, the Committee, and the Committee's financial advisors regarding indications of interest and asset purchase agreements in connection with the sale process and analyzing the terms of the offers to buy the Debtors' assets, (iii) drafting a reservation of rights [Docket No. 437] and a supplemental reservation of rights and limited objection [Docket No. 480] to the Debtors' asset sale, and (iv) engaging with the Debtors' advisors regarding the closings of the sales of the Debtors' assets, the status thereof, and issues relating to the same.

16. McDermott Professionals devoted a total of 335.7 hours to sale matters during the Case Period, for which compensation in the amount of \$482,633.50 is sought.

**C. Plan/Disclosure Statement**  
**Amount Sought: \$441,350.50**

17. During the Case Period, McDermott Professionals devoted substantial time to reviewing, analyzing, and engaging with case professionals regarding the Debtors' Plan and disclosure statement. Among other things, McDermott Professionals (i) reviewed, analyzed, and commented on the Plan, disclosure statement, and solicitation materials, (ii) drafted and filed a reservation of rights regarding the conditional approval of the disclosure statement [Docket No. 578], (iii) conducted research relating to, among other things, the releases in the proposed Plan, (iv) drafted and revised a settlement agreement to resolve certain issues raised by the Committee to confirmation of the Plan and engaged with the Committee's other professionals and the Debtors' advisors regarding the same.

18. McDermott Professionals devoted a total of 293.0 hours to plan and disclosure statement matters during the Case Period, for which compensation in the amount of \$441,350.50 is sought.

**D. Meetings and Communications with Creditors**  
**Amount Sought: \$269,075.00**

19. During the Case Period, McDermott Professionals prepared for and conducted regular Committee meetings and communicated with the Committee members and their counsel both as a group and on an individual basis. Among other things, McDermott Professionals provided recommendations to the Committee regarding various requests of the Debtors and other parties in interest, counseled the Committee in connection with the sale of the Debtors' assets, and delivered email updates regarding case status and various outstanding matters. McDermott Professionals also coordinated with the Committee's financial advisor to prepare for weekly Committee calls by preparing, discussing, and reviewing Committee presentations on topics such as the Debtors' operations and finances and case strategy.

20. McDermott Professionals devoted a total of 190.4 hours to communications with the Committee and other creditors (and related tasks) during the Case Period, for which compensation in the amount of \$269,075.00 is sought.

**E. Financing/Cash Collateral**  
**Amount Sought: \$241,380.50**

21. During the Case Period, McDermott Professionals devoted time to, among other things, reviewing and analyzing the Debtors' motion to approve debtor-in-possession ("DIP") financing [Docket No. 12] and the final DIP financing order, along with related declarations and loan documents, in addition to completing a lien perfection analysis. McDermott Professionals engaged in substantial negotiations with the Debtors and their lenders, ultimately resulting in an agreed form of final DIP financing order [Docket No. 248]. McDermott Professionals also devoted time during the Case Period to analyzing the Debtors' intercompany loan obligations, financial reporting and liquidity updates, and related documents.

22. McDermott Professionals devoted a total of 178.7 hours to cash collateral and financing matters during the Case Period, for which compensation in the amount of \$241,380.50 is sought.

**F. Fee and Employment Applications**  
**Amount Sought: \$216,978.00**

23. During the Case Period, McDermott Professionals devoted time to, among other things, (i) drafting and revising McDermott's retention application, first interim fee application, and monthly fee applications for the Case Period, (ii) reviewing the Committee's financial advisor's retention application, interim fee application, and monthly fee applications, (iii) engaging with parties in interest regarding comments and informal objections to such retention and fee applications, and (iv) reviewing and analyzing the retention applications for the Debtors' various professionals, including the motion to retain ordinary course professionals

[Docket No. 119]. In addition, McDermott Professionals reviewed the draft order appointing a fee examiner and coordinated with the fee examiner and the U.S. Trustee regarding the same.

24. McDermott Professionals devoted a total of 143.8 hours to the preparation of professional fee and retention applications (and related matters) during the Case Period, for which compensation in the amount of \$216,978.00 is sought.

**G. Case Administration**  
**Amount Sought: \$127,780.50**

25. During the Case Period, McDermott Professionals devoted time to, among other things: (i) monitoring the Court's docket for case updates and deadlines, (ii) drafting Committee bylaws, (iii) preparing for and attending the section 341 meeting, (iv) corresponding with the Debtors' advisors, the Committee, and other parties in interest regarding case status, pending motions, and case administration issues, (v) drafting administrative pleadings and notices, and (vi) preparing for and participating in conferences with case professionals and various parties in interest regarding case status and case management issues.

26. McDermott Professionals devoted a total of 105.1 hours to case administration matters during the Case Period, for which compensation in the amount of \$127,780.50 is sought.

**H. Court Hearings**  
**Amount Sought: \$97,417.50**

27. During the Case Period, McDermott Professionals devoted time to attending, preparing for, and coordinating with other Committee professionals regarding Court hearings. These hearings included (i) the hearings on August 26, 2024 and August 30, 2024 regarding the approval of the Debtors' bidding procedures and (ii) the hearing on November 12, 2024 regarding the confirmation of the Debtors' Plan and final approval of the disclosure statement. McDermott Professionals also devoted time to engaging with the Debtors' professionals in advance of each of the Court hearings, resulting in consensual resolutions of certain issues raised

by the Committee and the cancellation of certain hearings, including the status conference regarding the sale of the Debtors' assets to Zoll Medical Corporation [Docket No. 611].

28. McDermott Professionals devoted a total of 66.9 hours to preparation for and attendance at Court hearings during the Case Period, for which compensation in the amount of \$97,417.50 is sought.

#### **POST-CONFIRMATION SERVICES RENDERED**

29. During the approximately two-week period between Plan confirmation and the Effective Date (*i.e.*, the "Post-Confirmation Period"), McDermott Professionals devoted 14.6 hours to, among other things, (i) preparation of professional fee applications and (ii) analysis of issues regarding consummation of the Plan and related communications with the Debtors and other parties in interest. By this Application, McDermott seeks approval and allowance of compensation in the amount of \$19,102.05 for professional services rendered, and reimbursement of actual and necessary expenses in the amount of \$341.84 incurred, during the Post-Confirmation Period. All work performed by McDermott Professionals during the Post-Confirmation Period and the related expenses incurred are described in detail in the invoice attached hereto as **Exhibit B**.

#### **POST-EFFECTIVE DATE SERVICES RENDERED**

30. In connection with the Application, McDermott seeks final allowance of compensation for professional services rendered during the Post-Effective Date Period in connection with the preparation of its final fee application and that of and the Committee's financial advisor. McDermott Professionals devoted a total of 27.8 hours to the preparation of professional fee applications during the Post-Effective Date Period, for which compensation in

the amount of \$37,015.80 is sought. All work performed by McDermott Professionals during the Post- Effective Date Period is described in the invoices attached hereto as **Exhibit C**.

**ACTUAL, REASONABLE,  
AND NECESSARY EXPENSES INCURRED**

31. McDermott incurred out-of-pocket expenses in connection with its representation of the Committee during the Case Period in the amount of \$8,168.49. A description of all expenses that McDermott incurred in the performance of the services rendered as counsel to the Committee in the Chapter 11 Cases is included in the Monthly Fee Applications. The expenses are broken down into categories of charges, including among other things, the following charges: filing fees, other court fees, computerized legal research, copying and binder service, transportation, transcripts, and other non-ordinary expenses.<sup>3</sup>

**VALUATION OF SERVICES**

32. McDermott Professionals expended a total of 1,865.9 hours in connection with this matter during the Case Period. The amount of time spent by each of the McDermott Professionals providing services to the Committee during the Case Period is set forth in the charts included with the Application, and the work of such professionals is described in detail in the Monthly Fee Applications. The rates reflected in the Application are McDermott's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by McDermott during the Case Period as counsel for the Committee in the Chapter 11 Cases is \$2,176,106.18.

33. In addition, McDermott Professionals expended a total of 14.6 hours during the Post-Confirmation Period in connection with the preparation of professional fee applications and

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<sup>3</sup> In accordance with Local Bankruptcy Rule 2016-2(e)(iii), McDermott does not charge more than \$0.10 per page for photocopies, does not charge for incoming facsimile transmissions, and does not charge more than \$0.25 per page for ongoing facsimiles.

the analysis of issues regarding consummation of the Plan, and such work is described in detail in the invoice attached hereto as **Exhibit B**. The reasonable value of the services rendered by McDermott during the Post-Confirmation Period is \$19,102.05.<sup>4</sup>

34. Finally, McDermott Professionals expended a total of 27.8 hours during the Post-Effective Date Period in connection with the preparation, filing, and prosecution of the Committee's professionals' monthly and final fee applications, and such work is described in detail in the invoices attached hereto as **Exhibit C**. The reasonable value of the services rendered by McDermott during the Post-Effective Date Period is \$37,015.80.<sup>5</sup>

35. In accordance with the factors enumerated in Bankruptcy Code section 330, McDermott submits that the amount requested is fair and reasonable given (a) the complexity of the Chapter 11 Cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

### **NOTICE**

36. As required under the Interim Compensation Order, notice of the Application will be served on the Application Recipients. In addition, notice of the Application will be served on all parties that have requested notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002.

### **NO PRIOR REQUEST**

37. No prior request for the relief sought in the Application has been made to this or any other court.

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<sup>4</sup> This amount reflects the 15% discount provided by McDermott as an accommodation to the Committee.

<sup>5</sup> This amount reflects the 15% discount provided by McDermott as an accommodation to the Committee.

**CERTIFICATE OF COMPLIANCE AND WAIVER**

38. The undersigned representative of McDermott certifies that he has reviewed the requirements of Local Rule 2016-2 and that the Application substantially complies with that Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-2, McDermott believes that such deviations are not material and respectfully requests that any such requirement be waived.

*[Remainder of Page Intentionally Left Blank]*

WHEREFORE, McDermott respectfully requests that the Court enter an order (a) granting the Application and authorizing, on a final basis, (i) compensation in the amount of \$922,735.78 for professional services rendered, and reimbursement of actual, reasonable, and necessary expenses in the amount of \$3,208.79 incurred, during the Interim Period, (ii) compensation in the amount of \$2,176,106.18 for professional services rendered, and reimbursement of actual, reasonable, and necessary expenses in the amount of \$8,168.49 incurred, during the Case Period, (iii) compensation in the amount of \$19,102.05 for professional services rendered, and reimbursement of actual, reasonable, and necessary expenses in the amount of \$341.84 incurred, during the Post-Confirmation Period, and (iv) compensation in the amount of \$37,015.80 for professional services rendered during the Post-Effective Date Period; and (b) granting such other and further relief as the Court deems just and proper

Dated: Wilmington, Delaware  
January 24, 2025

**MCDERMOTT WILL & EMERY LLP**

/s/ David R. Hurst

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