

Exhibit A

Proposed Order

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

In re:

VYAIRE MEDICAL, INC.,¹

Liquidating Debtor.

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Chapter 11

Case No. 24-11217 (BLS)

Re: Docket Nos. 932, 933, 934, 972 & 973

**OMNIBUS FEE ORDER AWARDING
PROFESSIONALS 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 Vyair Medical, Inc. and Its Debtor Affiliates* [Docket No. 719] (as amended, 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 Application of each Professional and the *Fee Examiner’s Final Report Pertaining to*

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 Vyair Medical, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 745]. The Plan Administrator’s mailing address is Vyair Medical, Inc., Attn: David M. Barse, Plan Administrator, c/o Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, DE 19801.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan, the 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”).

Second Interim and Final Fee Applications of Certain Retained Professionals [Docket No. 994] (the “Fee Examiner Report”); and it appearing that all of the requirements, as applicable, of sections 327, 328, 330, 331 and 503(b) 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. 24-11217 (BLS)

Professional and Title	Final Compensation Period	Final Fees Requested	Final Expenses Requested	Total Amount of Fees and Expenses Approved Under this Order
Cole Schotz P.C. <i>Delaware Co-Counsel to the Debtors</i>	06/09/2024 – 11/14/2024	\$3,131,085.00	\$16,601.99	\$3,142,086.99
BDO USA P.C. <i>Tax Accountant to the Debtors</i>	06/09/2024 – 11/14/2024	\$1,505,329.64	\$0.00	\$1,505,329.64
Omni Agent Solutions, Inc. <i>Administrative Agent to the Debtors</i>	06/09/2024 – 11/14/2024	\$37,679.20	\$0.00	\$37,679.20
McDermott Will & Emery LLP <i>Counsel to the Official Committee of Unsecured Creditors</i>	06/28/2024 – 11/14/2024	\$2,232,224.03 ¹	\$8,510.33 ²	\$2,240,734.36
Berkeley Research Group, LLC <i>Financial Advisor to the Official Committee of Unsecured Creditors</i>	06/28/2024 – 11/14/2024	\$1,801,323.00 ³	\$0.00	\$1,801,323.00
TOTAL	N/A	\$8,707,640.87	\$25,112.32	\$8,727,153.19

¹ Includes \$56,117.85 in fees incurred for post-confirmation services rendered.

² Includes \$341.84 in post-confirmation expenses incurred.

³ Includes \$67,639.00 in fees incurred for post-confirmation services rendered.