

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

In re:	)	
	)	Chapter 11
VYAIRE MEDICAL, INC., ¹	)	
	)	Case No. 24-11217 (BLS)
Liquidating Debtor.	)	
	)	Re: Docket Nos. 932, 933, 934, 972 & 973

**CERTIFICATION OF COUNSEL
REGARDING OMNIBUS FEE ORDER AWARDING
PROFESSIONALS 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] (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 Cole Schotz P.C., BDO USA P.C., Omni Agent Solutions, Inc., McDermott Will & Emery LLP and Berkeley Research Group, LLC, (collectively, the “Professionals”) filed their final fee applications [Docket Nos. 932, 933, 934, 972 & 973] (collectively, the “Final Fee Applications”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

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 Vyaire Medical, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 745]. The Plan Administrator’s mailing address is Vyaire 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].

2. Pursuant to the Final Fee Applications, objections were to be filed and served no later than the objection deadline set forth in each Final Fee Application, the last of which expired on February 14, 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 certain 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 Second Interim and Final Fee Applications of Certain Retained Professionals* [Docket No. 994] (the “Fee Examiner Report”). As set forth in the Fee Examiner Report, the Fee Examiner recommends 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 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 March 5, 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, none of which 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: February 28, 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

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