IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
VYAIRE MEDICAL, INC., *et al.*,[1]	)	Case No. 24-11217 (BLS)
Debtors.	)	(Jointly Administered)
	)	**Hearing Date: March 5, 2025, at 10:30 a.m. (ET)**
	)	**Objection Deadline: February 5, 2025, at 4:00 p.m. (ET)**

SUMMARY OF FINAL FEE APPLICATION OF OMNI AGENT SOLUTIONS, INC. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS ADMINISTRATIVE AGENT TO THE DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD FROM JUNE 9, 2024, THROUGH NOVEMBER 14, 2024

Name of applicant:	Omni Agent Solutions, Inc.
Authorized to provide professional services to:	Debtors and Debtors in Possession
Date of retention:	Order entered July 30, 2024 effective to June 9, 2024
Period for which compensation and reimbursement is sought:	June 9, 2024 through November 14, 2024
Amount of compensation sought as actual, reasonable and necessary:	$37,679.20
Amount of expense reimbursement sought as actual, reasonable and necessary:	$0.00

This is a(n): ____ monthly ____ interim __X__ final application.

[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.

Summary of Prior Applications

None.

Compensation by Project Category

Category	Hours	Total
Solicitation/Balloting	227.2	$47,099.00
SUBTOTAL	**227.2**	**$47,099.00**
DISCOUNT	**----**	**($9,419.80)**
ADJ. TOTAL	**227.2**	**$37,679.20**

Compensation by Professional

Professional	Hours	Rate	Total
Brian Beilinson	0.9	$240.00	$216.00
Cassie Weatherspoon	2.3	$190.00	$437.00
Emma Guandique	11.8	$190.00	$2,242.00
Javon Couch	0.8	$170.00	$136.00
Jeff Canaber	0.2	$155.00	$31.00
Jeriad Paul	60.1	$240.00	$14,424.00
Kim Steverson	5.7	$240.00	$1,368.00
Kimberly McDermott	0.5	$180.00	$90.00
Luis Solorzano	3.5	$240.00	$840.00
Madelene Bermudez	47.1	$220.00	$10,362.00
Marjan Neuman	0.2	$170.00	$34.00
Marjan Neuman	5.7	$170.00	$969.00
Marjan Neuman	7.0	$170.00	$1,190.00
Mark Bishay	2.1	$155.00	$325.50
Michelle Ignacio	9.7	$155.00	$1,503.50
Nathan Panameno	20.4	$185.00	$3,774.00
Paul Deutch	1.0	$240.00	$240.00
Victor Muleki	48.2	$185.00	$8,917.00
SUBTOTAL	**227.2**	**----**	**$47,099.00**
DISCOUNT	**----**	**----**	**($9,419.80)**
ADJ. TOTAL	**227.2**	**----**	**$37,679.20**

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By this application (this "Application"), pursuant to section 330 of title 11 of the United States Code (the "Bankruptcy Code"), rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), Omni Agent Solutions, Inc. ("Omni") hereby seeks reasonable compensation for professional administrative services rendered to the Debtors (as defined herein) in the amount of $37,679.20 during the period commencing June 9, 2024 through and including November 14, 2024 (the "Fee Period").[3] In support of this Application, Omni respectfully represents as follows:

[2] 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.

[3] Capitalized terms used but not otherwise defined have meaning ascribed to them in the *Application of Debtors for Entry of an Order Authorizing Debtors to Employ and Retain Omni Agent Solutions, Inc. as Administrative Agent Effective as of the Petition Date* [Docket No. 237] or 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. 719] (the "Plan").

Jurisdiction and Venue

1. The United States District Court for the District of Delaware has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334, which was referred to the United States Bankruptcy Court for the District of Delaware (the "Court") under 28 U.S.C. § 157 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Omni confirms its consent, pursuant to rule 9013-1(f) of the Local Rules, to the entry of a final order by the Court in connection with this Application to the extent 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.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-2, and the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 218]. A certification pursuant to Local Rule 2016-2 is attached hereto as **Exhibit A**.

Background

4. On June 9, 2024 (the "Petition Date"), Vyaire Medical, Inc. and certain of its subsidiaries (collectively, the "Debtors") filed with the Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code, thereby commencing the above-captioned chapter 11 cases. On June 11, 2024, the Court entered an order [Docket No. 84] authorizing the joint administration and procedural consolidation of the Debtors chapter 11 cases pursuant to Bankruptcy Rule 1015(b). On June 26, 2024, the United States Trustee for the District of Delaware (the "U.S.

Trustee") appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the "Committee") [Docket No. 121].

5. A description of the Debtors' business, the reasons for commencing these chapter 11 cases, and the relief sought from the Court to allow for a smooth transition into chapter 11 are set forth in the *Declaration of John Bibb, Group Chief Executive Officer of Vyaire Medical Inc., in Support of the Debtors' Chapter 11 Petitions and First Day Motion*, filed on June 10, 2024 [Docket No. 15] and incorporated herein by reference.

6. On July 9, 2024, the Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these cases.

7. On November 14, 2024, the Court entered 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] pursuant to which the Court approved and confirmed the *Second Amended Joint Chapter 11 Plan of Vyaire Medical, Inc. and Its Debtor Affiliates* [Docket No. 719]. On November 27, 2024, the Debtors file the *Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Related Bar Dates* [Docket No. 810].

Omni's Retention

8. On June 11, 2024, the Court entered an order [Docket No. 94] (the "Omni 156(c) Order") authorizing the employment and retention of Omni as claims and noticing agent to the Debtors effective as of June 9, 2024. On July 30, 2024, the Court entered an order [Docket No. 334] (the "Administrative Agent Order") authorizing the employment and retention of Omni as administrative agent to the Debtors effective as of June 9, 2024.

9. Under the Administrative Agent Order, Omni is authorized to provide the Debtors with a range of bankruptcy-related administrative services on an as-needed basis pursuant to the Engagement Agreement, including, among other things, (a) assisting with solicitation, balloting and tabulation of votes, and preparation of any related reports, as required in support of confirmation of a chapter 11 plan; (b) preparing an official ballot certification and, if necessary, testifying in support of the ballot tabulation results; (c) assisting with the preparation of the Debtors' schedules of assets and liabilities and statements of financial affairs and gathering data in conjunction therewith; and (d) providing such other administrative services as may be requested by the Debtors from time to time.

Relief Requested

10. By this Application, Omni requests entry of an order (a) allowing, authorizing, and directing payment by the Debtors of compensation in the amount of $37,679.20 for necessary services rendered, and reimbursement of actual and necessary costs in the amount of $0.00 incurred, by Omni as Administrative Agent to the Debtors during the Fee Period, (b) granting final allowance of such compensation and cost reimbursement amounts, and (c) granting such other and further relief as the Court deems just and proper.

Compensation Sought and Paid and its Source

11. All services for which compensation is sought by Omni herein were performed for or on behalf of the Debtors.

12. Except to the extent of any retainer paid to Omni, Omni has neither sought nor received any payment or promises for payment from any source during the Fee Period in connection with the matters described in this Application.

13. There is no agreement or understanding between Omni and any other person, other than affiliates, partners, managers, directors, and employees of Omni, for sharing of the

compensation to be received for services rendered to the Debtors in these bankruptcy cases. The fees sought by this Application do not include any fees or expenses that may be payable by the Debtors for services provided by Omni under the Omni 156(c) Order, which provides separate procedures for the payment of such fees and expenses. Furthermore, no fees or expenses sought by this Application have been sought to be paid under the Omni 156(c) Order.

Summary of Services Rendered

14. Omni maintains computerized records of the time spent by employees in connection with Omni's role as Administrative Agent to the Debtors. A detailed statement of hours spent rendering services to the Debtors in support of the compensation for fees and expenses incurred during the Final Fee Period is attached hereto as **Exhibit B**, which (a) identifies each employee that rendered services in each task category; (b) describes each service such employees performed; (c) sets forth the number of hours in increments of one-tenth of an hour spent by each employee providing services; and (d) as applicable, lists the particular type of expenses incurred.

Fee Period

15. Omni's employees provided 227.2 hours of services as Administrative Agent to the Debtors during the Fee Period with a reasonable value of $37,679.20.

16. The following is a summary by category of the professional services provided by Omni during the Fee Period.

A. Solicitation/Balloting

Total Fees: $37,679.20
Total Hours: 227.2

This category includes all services provided by Omni with respect to the preparation, solicitation, and tabulation of ballots relating to the Plan. This category further includes the preparation of the Declaration of Paul H. Deutch Regarding the Solicitation and Tabulation of Votes On, and Elections

to Opt-In to the Third-Party Release in, the Joint Chapter 11 Plan of Vyaire Medical, Inc. and its Debtor Affiliates.

Compensation Should Be Allowed

17. The foregoing services rendered by Omni as Administrative Agent to the Debtors during the Fee Period were reasonable, necessary, and appropriate to the administration of these bankruptcy cases.

18. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 of the Bankruptcy Code also sets forth the criteria for the award of such compensation and reimbursement:

> In determining the amount of reasonable compensation to be awarded . . . the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including
>
> (a) the time spent on such services;
>
> (b) the rates charged for such services;
>
> (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
>
> (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
>
> (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
>
> (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

19. Omni submits that the services provided to the Debtors by Omni during the Fee Period were necessary and appropriate given the complexity of these bankruptcy cases, the issues involved, the nature and extent of services provided, and the cost of comparable services outside of bankruptcy. Accordingly, Omni respectfully submits that approval of the compensation and reimbursement of the expenses sought for the Fee Period should be approved.

20. Omni has reviewed the requirements of Local Rule 2016-2 and believes that this Application complies with such requirements.

Notice

21. Omni will provide notice of this Application to: (a) the U.S. Trustee; (b) the Committee; (c) the office of the attorney general for each of the states in which the Debtors operate; (d) the United States Attorney's Office for the District of Delaware; (e) the Internal Revenue Service; (f) the United States Securities and Exchange Commission; (g) counsel to the 1L Ad Hoc Group; (h) the agent of the DIP Facility and counsel thereto; (i) the agent of the First Lien Credit Agreement and counsel thereto; (j) the Second Lien Credit Agreement Agent and counsel thereto; (k) the Notes Agent and counsel thereto; and (l) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, Omni submits that no other or further notice is required.

No Prior Request

22. No prior application for relief requested herein has been made to this or any other court.

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WHEREFORE, Omni respectfully requests entry of an order (a) allowing, authorizing, and directing payment by the Debtors of compensation in the amount of $37,679.20 for necessary services rendered, and reimbursement of actual and necessary costs in the amount of $0.00 incurred, by Omni as Administrative Agent to the Debtors during the Fee Period, (b) granting final allowance of such compensation and cost reimbursement amounts, and (c) granting such other and further relief as the Court deems just and proper.

Dated: January 15, 2025
New York, New York

OMNI AGENT SOLUTIONS, INC.

/s/ *Paul H. Deutch*
Paul H. Deutch
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Administrative Agent for the Debtors and Debtors-in-Possession