

EXHIBIT A

Proposed Order

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

In re:

VYAIRE MEDICAL, INC.,¹

Liquidating Debtor.

)
) Chapter 11
)
) Case No. 24-11217 (BLS)
)
) **Re: Docket No.**
)

ORDER GRANTING AND SUSTAINING PLAN ADMINISTRATOR’S FOURTH OMNIBUS OBJECTION (SUBSTANTIVE) TO CERTAIN CLAIMS

Upon consideration of the *Plan Administrator’s Fourth Omnibus Objection (Substantive)* to *Certain Claims* (the “Objection”);² 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, and Schedule 3 hereto, the Amico Declaration, 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 No Liability Claim listed on **Schedule 1** hereto is hereby disallowed and expunged in its entirety.

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 "Confirmation Order"). 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 600, Wilmington, DE 19801.

3. Each Reclassified Claim listed on **Schedule 2** hereto is hereby reclassified as set forth in the “*Modified Classification Status & Amount*” and “*Reason for Reclassification*” columns therein.

4. Each Overstated Claim listed on **Schedule 3** hereto is hereby modified as set forth in the “*Modified Claim Amount*” and “*Reason for Modification*” columns therein.

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

6. 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.

7. 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, 2, and 3** 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.

8. 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.

² Capitalized terms not defined herein shall have the meanings ascribed to the terms in the Objection.

9. This Order is without prejudice to the 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.

10. 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

No Liability Claims

SCHEDULE 1
NO LIABILITY 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 Disallowance
1	City of Battle Creek	24-11217	Vyaire Medical, Inc.	212	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ 123.85 (GUC)- \$ - (Tot)- \$ 123.85	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ - (Tot)- \$ -	The Debtors object to this claim as the amount due relates to Carefusion Solutions LLC, which is not a debtor in the bankruptcy.
2	Owens & Minor Distribution, Inc.	24-11217	Vyaire Medical, Inc.	223	(Sec)- \$ - (Adm)- \$ 40,552.84 (503)- \$ - (Pri)- \$ - (GUC)- \$ 13,974.29 (Tot)- \$ 54,527.13	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ - (Tot)- \$ -	Claim does not include or attach sufficient documentation to constitute <i>prima facie</i> evidence of the validity, administrative priority, and amount of the claim. Debtors were a supplier for claimant. Based on Debtors' books and records, claimant owes the Debtors approximately \$267,000. For avoidance of doubt, the Debtors reserve all rights to assert amounts due to it by claimant.

Schedule 2

Reclassified Claims

SCHEDULE 2
RECLASSIFIED 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	All Sensors Corporaation	24-11217	Vyair Medical, Inc.	214	(Sec)- \$ - (Adm)- \$ 150,000.00 (503)- \$ - (Pri)- \$ - (GUC)- \$ - (Tot)- \$ 150,000.00	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 150,000.00 (Tot)- \$ 150,000.00	Claimant asserts an administrative claim, but the proof of claim and documentation do not support administrative expense status. In addition, a review of the Debtors' books and records also do not reflect sufficient information establishing the existence of an administrative claim. Claim reclassified in entirety to non-priority general unsecured claim.
2	Ashley E. Coker	24-11217	Vyair Medical, Inc.	84	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ 15,150.00 (GUC)- \$ 27,310.77 (Tot)- \$ 42,460.77	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 42,460.77 (Tot)- \$ 42,460.77	Claimant asserts a priority claim under 507(a)(4) of the Bankruptcy Code for wages, salaries, or commissions. The proof of claim and documentation do not support such priority status. A review of the claim and the Debtors' books and records reflect that the claim is for independent contractor services and not entitled to priority under section 507(a)(4) of the Bankruptcy Code. Claim reclassified in entirety to non-priority general unsecured claim.
3	CDW Direct, LLC	24-11217	Vyair Medical, Inc.	13	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ 10,240.77 (GUC)- \$ 21,285.56 (Tot)- \$ 31,526.33	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 31,526.33 (Tot)- \$ 31,526.33	Claimant asserts a priority claim but the proof of claim and documentation do not provide sufficient evidence of priority status. A review of the claim and the Debtors' books and records also do not reflect sufficient information establishing the existence of a priority claim. Claim reclassified in entirety to non-priority general unsecured claim.
4	Fischer USA, Inc	24-11217	Vyair Medical, Inc.	117	(Sec)- \$ 100,766.98 (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 13,941.21 (Tot)- \$ 114,708.19	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 114,708.19 (Tot)- \$ 114,708.19	Claimant asserts it is in possession of collateral. The Debtor surrenders any such collateral to claimant in satisfaction of its asserted secured claims. There is no other collateral securing the asserted claim and the Debtors' books and records do not reflect sufficient information establishing the existence of a secured claim. Claim reclassified in entirety to non-priority general unsecured claim.
5	New York State Department of Taxation and Finance	24-11218	Bird Products Corporation	1	(Sec)- \$ 66,009.05 (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ -	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 66,009.05	Claimant asserts a secured claim but the documentation does not provide sufficient evidence of secured status. There is no collateral securing the asserted tax claim. A review of the Debtors' books and records also do not reflect sufficient information establishing the

					(Tot)- \$ 66,009.05	(Tot)- \$ 66,009.05	existence of a secured claim. Claim reclassified in entirety to non-priority general unsecured claim.
6	New York State Department of Taxation and Finance	24-11230	Vyaire Medical 202, Inc.	1	(Sec)- \$ 124,801.45 (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ - (Tot)- \$ 124,801.45	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 124,801.45 (Tot)- \$ 124,801.45	Claimant asserts a secured claim but the documentation does not provide sufficient evidence of secured status. There is no collateral securing the asserted tax claim. A review of the Debtors' books and records also do not reflect sufficient information establishing the existence of a secured claim. Claim reclassified in entirety to non-priority general unsecured claim.
7	New York State Department of Taxation and Finance	24-11240	Vyaire Medical Payroll LLC	2	(Sec)- \$ 51,733.65 (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ - (Tot)- \$ 51,733.65	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 51,733.65 (Tot)- \$ 51,733.65	Claimant asserts a secured claim but the documentation does not provide sufficient evidence of secured status. There is no collateral securing the asserted tax claim. A review of the Debtors' books and records also do not reflect sufficient information establishing the existence of a secured claim. Claim reclassified in entirety to non-priority general unsecured claim.
8	Owens & Minor Distribution, Inc.	24-11217	Vyaire Medical, Inc.	223	(Sec)- \$ - (Adm)- \$ 40,552.84 (503)- \$ - (Pri)- \$ - (GUC)- \$ 13,974.29 (Tot)- \$ 54,527.13	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ - (GUC)- \$ 54,527.13 (Tot)- \$ 54,527.13	Claimant asserts an administrative claim, but the proof of claim and documentation do not support administrative expense status. In addition, a review of the Debtors' books and records also do not reflect sufficient information establishing the existence of an administrative claim. Claim reclassified in entirety to non-priority general unsecured claim.

Schedule 3

Overstated Claims

SCHEDULE 3
OVERSTATED 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 Claim Amount	Reason for Modification
1	Franchise Tax Board	24-11229	Vyaire Holding Company	12	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ 18,964.42 (GUC)- \$ 1,131.26 (Tot)- \$ 20,095.68	(Sec)- \$ - (Adm)- \$ - (503)- \$ - (Pri)- \$ 13,000.00 (GUC)- \$ 828.67 (Tot)- \$ 13,828.67	The Debtors object to this claim as the Debtors' books and records reflect the priority amount to be \$13,000, which represents FY23 obligations. The Debtors' books and records reflect the remaining GUC balance owed is comprised of the FY23 penalty (\$302.06) and FY23 interest (\$526.61)