

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

**VETERINARY CARE, INC.,
D/B/A VITALPET, et al.**

Debtors.¹

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Case No. 19-35736

Jointly Administered

NOTICE OF CANCELLATION OF AUCTION AND NOTICE OF HEARING

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On February 21, 2020, Veterinary Care Inc. and TVET Management, LLC, filed *Debtors' Emergency Motion Pursuant to 11 U.S.C. §§ 105, 363, and 365 and Bankruptcy Rules 2002, 6004, and 6006 for Entry of (I) an Order: (A) Approving Auction and Bidding Procedures; (B) Approving Bid Protections for Proposed Purchaser; (C) Scheduling Auction and Sale Hearing; (D) Approving the Form and Manner of Service of Notice of Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (E) Granting Related Relief; and (II) An Order: (A) Approving Purchase Agreement; (B) Authorizing Sale Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, (C) Approving Form and Manner of Service of Notice of Sale Hearing; and (D) Granting Related Relief* (the "Motion") [ECF # 192]. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

2. On February 27, 2020, the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court") entered the *Order: (B) Approving Bid Protections for Proposed Purchaser; (C) Scheduling Auction and Sale Hearing; (D) Approving the Form and Manner of Service of Notice of Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (E) Granting Related Relief; and (II) An Order: (A) Approving Purchase Agreement; (B) Authorizing Sale Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, (C) Approving Form and Manner of Service of Notice of Sale Hearing; and (D) Granting Related Relief* (the "Order") [ECF # 205] which, among other relief, approved bidding procedures attached to such Order as Exhibit A (the "Bidding Procedures").

3. Pursuant to the Bidding Procedures, the Debtors were to hold an Auction if the Debtors received more than one Qualified Bid² with respect to the Sale of the Assets. The Debtors did not receive more than one Qualified Bid, and therefore, an Auction will not take place. In lieu of the Auction, and pursuant to the Order, a Sale Hearing shall commence on **March 11, 2020 at 1:00 p.m.** (CST) before the Honorable Christopher M. Lopez in Courtroom 401, 515 Rusk, Houston, Texas 77002.

4. At the Sale Hearing the Debtors will seek authorization to consummate the transactions contemplated by that certain Asset Purchase Agreement by and between the Debtors and the Stalking Horse

¹ The debtors in these chapter 11 cases (the "Bankruptcy Case(s)"), along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Veterinary Care, Inc. (3844) ("VCI") and TVET Management LLC (1790) ("TVET," and, collectively with VCI, the "Debtors"). The Debtors' mailing address is 2700 Post Oak Blvd., 21st Floor, Houston, Texas 77056.

² Capitalized terms used but not defined herein shall have the meanings ascribed in the Order and in the Bidding Procedures.

Purchaser (the “APA”). The Debtors will seek to sell and transfer the Assets and assume and assign the Assumed Contract and Assumed Leases therewith to the Stalking Horse Purchaser, free and clear of any and all Liens, except Permitted Liens (as such terms are defined in the APA).

Dated: March 10, 2020

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