

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known) Chapter **11**☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	TVET Management LLC	
2. All other names debtor used in the last 8 years <small>Include any assumed names, trade names and doing business as names</small>	DBA VitalPet	
3. Debtor's federal Employer Identification Number (EIN)	90-0531790	
4. Debtor's address	Principal place of business 1400 E. 1st Street Humble, TX 77833-8000 <small>Number, Street, City, State & ZIP Code</small> Austin <small>County</small>	Mailing address, if different from principal place of business 2700 Post Oak Blvd., 21st Floor Houston, TX 77056 <small>P.O. Box, Number, Street, City, State & ZIP Code</small> Location of principal assets, if different from principal place of business Various- NY, TX, CO, NM, FL, AR <small>Number, Street, City, State & ZIP Code</small>
5. Debtor's website (URL)	www.vitalpet.com	
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	

Debtor **TVET Management LLC**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**0742****8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	Veterinary Care, Inc.	Relationship	Parent
District	S.D.TX.	When	10/10/19
		Case number, if known	19-35736

Debtor **TVET Management LLC**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes.

Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☐ 50-99☐ 100-199☒ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **TVET Management LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **November 18, 2019**
MM / DD / YYYY**X /s/ Douglas Brickley**
Signature of authorized representative of debtor

Title **Chief Restructuring Officer****Douglas Brickley**
Printed name**18. Signature of attorney****X /s/ Matthew Okin**
Signature of attorney for debtorDate **November 18, 2019**
MM / DD / YYYY**Matthew Okin**
Printed name**Okin Adams LLP**
Firm name**1113 Vine St., Suite 240**
Houston, TX 77002
Number, Street, City, State & ZIP CodeContact phone **(713) 228-4100** Email address **info@okinadams.com****00784695 TX**
Bar number and State

VETERINARY CARE INC.

**RESOLUTIONS FOR
ADOPTION BY THE BOARD OF DIRECTORS**

NOVEMBER 15, 2019

Retention and Authorization of Chief Restructuring Officer

RESOLVED, that the retention of Douglas J. Brickley by the Company to act as the Chief Restructuring Officer be, and it hereby is, authorized and approved and the terms and conditions of his employment, as set forth in more detail in his engagement agreement with the Company, be, and they hereby are, authorized and approved; and

FURTHER RESOLVED, that the Chief Restructuring Officer be, and he hereby is, authorized and empowered on behalf of the Company to execute and/or file, or cause to be executed and/or filed (or to direct others to do so on behalf of the Company) all necessary documents in connection with the Company's Chapter 11 Case (the "Chapter 11 Case"), including, but not limited to, all affidavits, motions, lists, applications, pleadings and other papers, and all amendments and supplements thereto, and that, at the time when the appointment of the Chief Restructuring Officer becomes effective, the resolution adopted by the Board of Directors on November 6, 2019, appointing Benjamin H. Thomas as the Authorized Officer with respect to the Chapter 11 Case shall be rescinded and the authority of Benjamin H. Thomas to act as Authorized Officer with respect to the Chapter 11 Case shall terminate; and

FURTHER RESOLVED, that, subject to the approval of the Board of Directors as set forth below in these resolutions, the Chief Restructuring Officer be, and he hereby is, authorized and empowered in the name and on behalf of the Company to prepare and execute a plan of reorganization for the Company containing terms and conditions that the Chief Restructuring Officer determines to be in the best interests of the Company and its bankruptcy estate and to submit such plan and any and all subsequent amendments, modifications, changes or additions to the Company's creditors and the Bankruptcy Court for approval pursuant to the requirements of the Bankruptcy Code; and

FURTHER RESOLVED, that, subject to the approval of the Board of Directors as set forth below in these resolutions, the Chief Restructuring Officer be, and he hereby is, authorized and empowered to take or cause to be taken in the name and on behalf of the Company all such other and further actions and to execute, deliver, and perform for and on behalf of the Company, as debtor and debtor-in-possession, any documents, agreements, settlements, guaranties, instruments, or undertakings as he may deem necessary or appropriate to confirm a plan of reorganization and conduct the Chapter 11 Case in a manner that maximizes the value of the Company; and

FURTHER RESOLVED, that the Chief Restructuring Officer's authority granted pursuant to these resolutions shall be subject only to the approval of the Bankruptcy Court to the extent required by the Bankruptcy Code and none of the actions authorized herein shall require the approval of the Board of Directors except as set forth below in these resolutions; and

FURTHER RESOLVED, that the power and authority granted to the Chief Restructuring Officer herein may not be terminated or modified in any way by the Board of Directors without

specific approval of the Bankruptcy Court, nor may the Chief Restructuring Officer be removed without the express approval of the Bankruptcy Court; and

FURTHER RESOLVED, that Chief Restructuring Officer shall consult regularly with the Board of Directors and the Company's executive officers, including, but not limited to, the Company's Chief Executive Officer, and shall keep the Board of Directors and the Company's executive officers, including, but not limited to the Company's Chief Executive Officer, reasonably informed of his actions and activities; and

FURTHER RESOLVED, that the approval of the Board of Directors shall be required prior to the Chief Restructuring Officer taking any of the following actions: (i) entering into a contract for the sale of all or substantially all of the assets of the Company; (ii) entering into a contract for the sale of assets of the Company in the amount of \$500,000 or more in any single transaction or related series of transactions; (iii) seeking the use of cash collateral during the Chapter 11 Case or seeking approval of debtor in possession financing; (iv) seeking approval of a plan of reorganization for the Company; or (v) seeking the conversion or dismissal of the Chapter 11 Case; and

FURTHER RESOLVED, that if the Board of Directors declines to approve any action proposed by the Chief Restructuring Officer that requires the approval by the Board of Directors pursuant to the foregoing resolutions, the Chief Restructuring Officer shall have the authority to petition the Bankruptcy Court for approval of such action.

***Authorization of Commencement of Bankruptcy Case with
respect to TVET Management LLC.***

RESOLVED, that, the Chief Restructuring Officer be, and he hereby is, authorized to cause the TVET Management LLC. ("TVET Management") to commence a case under Chapter 11 of the United States Bankruptcy Code; and

FURTHER RESOLVED, that, if a Chapter 11 case is commenced with respect to TVET Management, the Chief Restructuring Officer shall have the same authority with respect to TVET Management as he has with respect to the Company.

Bankruptcy Committee of the Board of Directors

RESOLVED, that, further to the resolution adopted by the Board of Directors on November 6, 2019, authorizing the formation of a Bankruptcy Committee of the Board of Directors, the Bankruptcy Committee of the Board of Directors shall consist of Benjamin H. Thomas (Chair), Richard Scurry, Pamela Scurry, Madison Mauzé, Darius Pakrooh and Russell Walters, and that the Bankruptcy Committee shall have the authority to exercise all the powers and authority of the Board of Directors in directing the conduct of the Company's Chapter 11 Case.

Fill in this information to identify the case:Debtor name **TVET Management LLC**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF TEXAS**

Case number (if known): _____

☐ Check if this is an
amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1.	Brent White, DVM 1555 Frenchmans Bend Rd Monroe, LA 71203		Seller Note-obligors are VCI (\$184,000) and TML(\$1,605,506)				\$1,789,506.00
2.	MWI 3041 W. Pasadena Dr. Boise, ID 83705		Trade Payable-actual obligor is TVET Operating or other operating entities	Contingent			\$1,513,197.38
3.	Robert Spillers, DVM 35 Longwood Rd Austin, TX 78737		Seller Note-obligors are VCI (\$277,000) and TML(\$404,623)				\$681,623.00
4.	Warren Ressel, DVM 5927 Gnarled Oaks Ct Humble, TX 77346		Seller Note-obligor is VCI				\$610,802.00
5.	James Kelly, DVM 13506 Douglas Llame Road Houston, TX 77044		Seller Note-obligors are VCI (\$535,000) and TML (\$75,302)				\$610,802.00
6.	Lynn Stucky, DVM 5885 Canyon Road Sanger, TX 76266		Seller Note-obligor is TML				\$607,174.00
7.	James Butler, DVM 12323 Burton Lane Fort Smith, AR 72916		Seller Note-obligor is TML				\$588,317.00
8.	John Sangiorgo, DVM 84 Brewster Street Staten Island, NY 10304		Seller Note-obligor is TML				\$544,558.00

Debtor **TVET Management LLC**

Case number (if known)

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9.	Willie Janik, DVM 2162 River Village Dr. Kingwood, TX 77339		Seller Note-obligor is VCI				\$535,500.00
10	William S Rowe, DVM P.O. Box 1718 Blue Ridge, GA 30513		Seller Note-obligor is TML				\$518,087.00
11	Theresa Paoloni, DVM 394 Middle Rd Bayport, NY 11705		Seller Note-obligors are VCI (\$61,000) and TML (\$403,000)				\$464,000.00
12	David Fernandez, DVM 207 Geddington Shavano Park, TX 78249		Seller Note-obligors are VCI (\$200,000) and TML (\$225,000)				\$445,000.00
13	Beshoy Rafla, DVM 521 Spotswood Gravel Hill Road Monroe, NJ 08831		Seller Note-obligor is TML				\$397,335.00
14	Glenn Peterman, DVM 613 New Castle Grand Prairie, TX 75052		Seller Note-obligor is VCI				\$375,000.00
15	Larry Wood, DVM 20446 Cielo Vista #1 San Antonio, TX 78255		Seller Note-obligors are VCI (\$50,000) and TML (\$225,000)				\$275,000.00
16	Antech P.O. Box 101122 Pasadena, CA 91189		Trade Payable-actual obligor is TVET Operating or other operating entities	Contingent			\$257,695.29
17	Murt Byrne, DVM 7 Penstemon Court Santa Fe, NM 87508		Seller Note-obligors are VCI (\$52,000) and TML (\$198,215)				\$250,215.00
18	George Stroberg, DVM 6960 Nile Court Arvada, CO 80007		Seller Note-obligor is TML				\$237,149.00
19	Jil Hennessey, DVM 9936 Raleigh St Westminster, CO 80031		Seller Note-obligor is TML				\$237,149.00

Debtor **TVET Management LLC**

Case number (if known)

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
20	Zoetis P.O. Box 419022 Boston, MA 02241		Trade Payable-actual obligor is TVET Operating or other operating entities	Contingent			\$170,247.35
21	Boehringer Ingelheim PO Box 281348 Atlanta, GA 30384		Trade Payable-actual obligor is TVET Operating or other operating entities	Contingent			\$145,688.90
22	HILLS PET NUTRITION PO Box 842257 Dallas, TX 75284		Trade Payable-actual obligor is TVET Operating or other operating entities	Contingent			\$103,960.77
23	Royal Canin 39099 Treasury Center Chicago, IL 60694		Trade Payable-actual obligor is TVET Operating or other operating entities	Contingent			\$85,883.81
24	Patterson Vet Supply P O Box 978738 Dallas, TX 75397		Trade Payable-actual obligor is TVET Operating or other operating entities	Contingent			\$83,317.39
25	Robert Foley, DVM 858 Cedar Road North Bellmore, NY 11710		Seller Note-obligor is TML				\$52,180.00
26	Michael Ferber, DVM 45 Aster Ave Merrick, NY 11566		Seller Note-obligor is TML				\$52,180.00
27	Heska Corporation 29512 Network Place Chicago, IL 60673		Trade Payable-actual obligor is TVET Operating or other operating entities	Contingent			\$51,417.00
28	RSVP Services 2701 Hartlee Field Road Denton, TX 76202		Trade Payable-actual obligor is TVET Operating or other operating entities	Contingent			\$43,960.00
29	Midwest Veterinary Supply P O Box 856500 Minneapolis, MN 55485		Trade Payable-actual obligor is TVET Operating or other operating entities	Contingent			\$38,178.09
30	Gould & Ratner 222 N LaSalle Street, Suite 800 Chicago, IL 60601		VCI Legal Fees				\$27,809.52