

**MEMBERSHIP INTERESTS PURCHASE AGREEMENT**

**by and among**

**BLUE RIVER PETCARE GROUP, LLC,**

**BRM HAVEN LAKE, LLC,**

**HAVEN LAKE ANIMAL HOSPITAL, LLC,**

**CHRISTOPHER E. COON, DVM,**

**AUDREY R. ADKINS, DVM,**

**KATHERINE M. FRANCIS, DVM,**

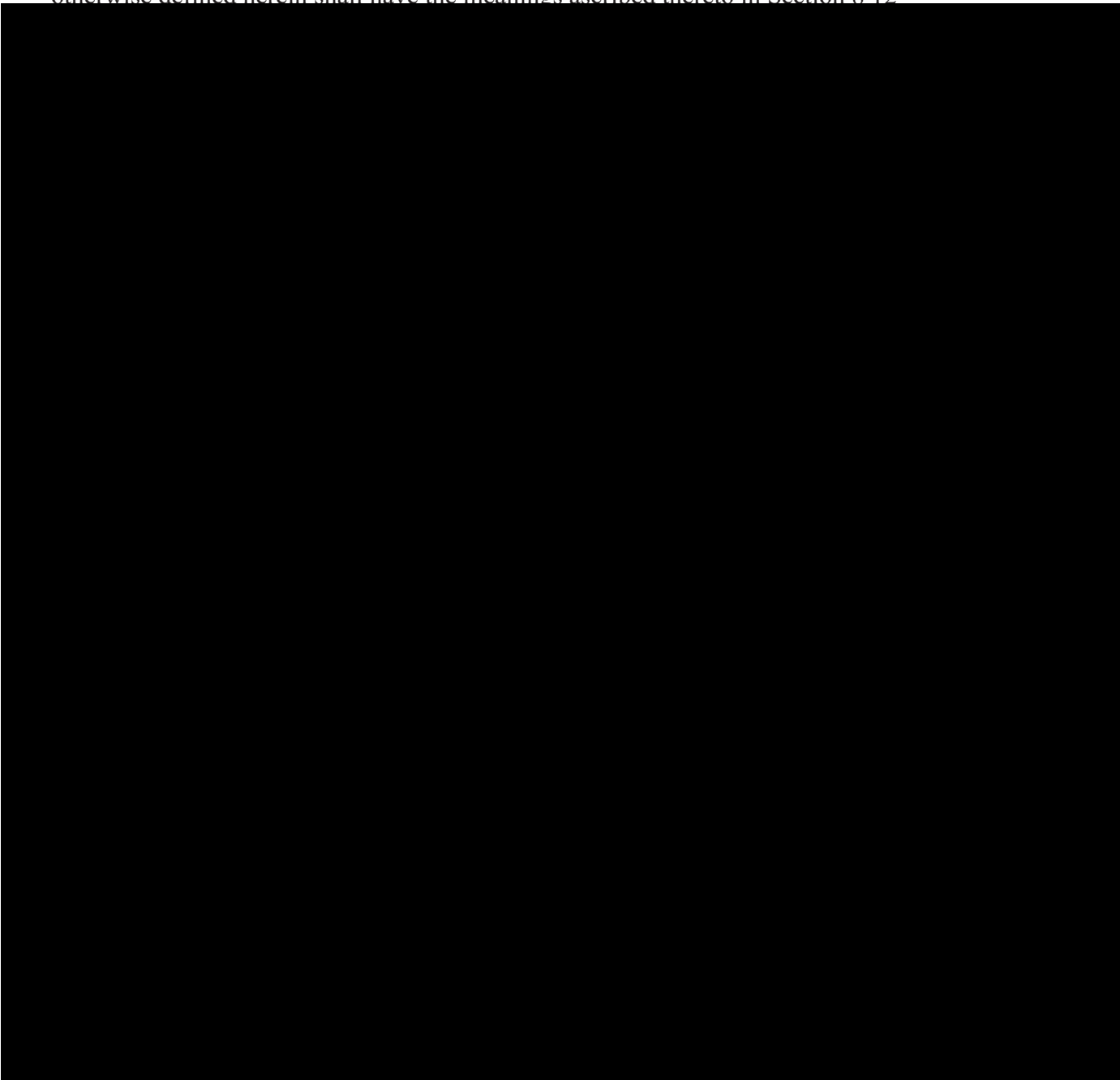
**and**

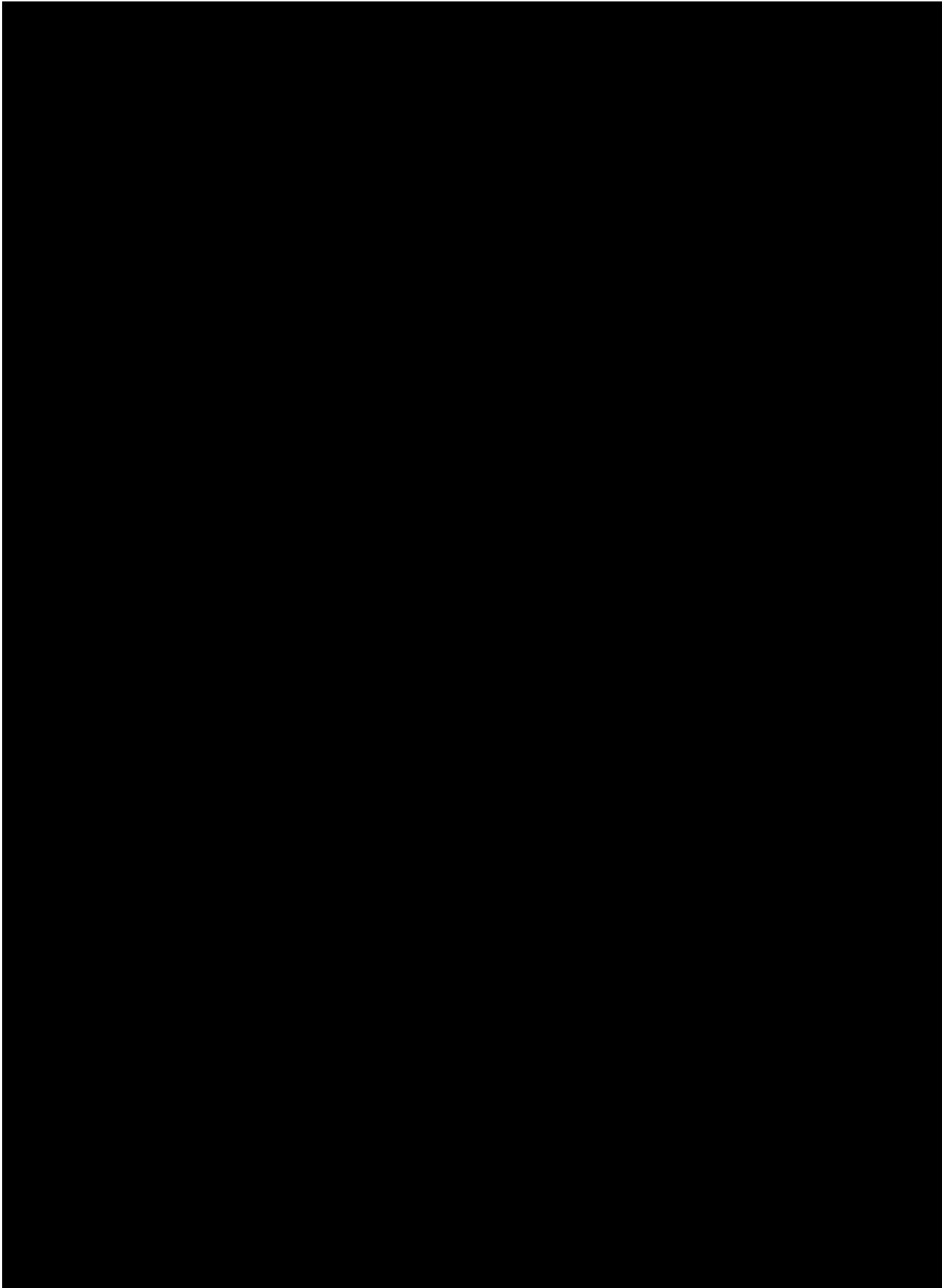
**JENNIFER PASCUCCI**

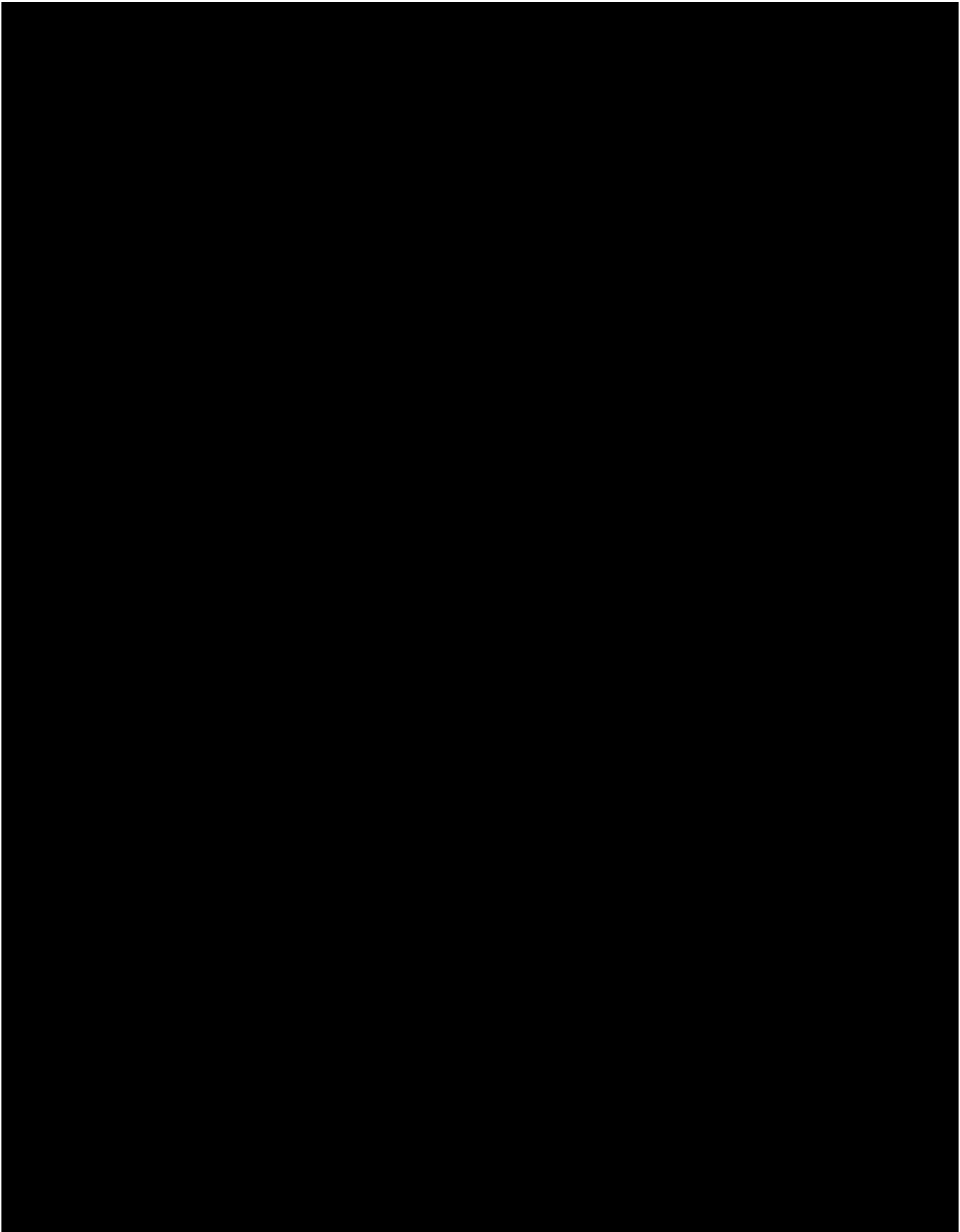
**Effective as of November 30, 2022**

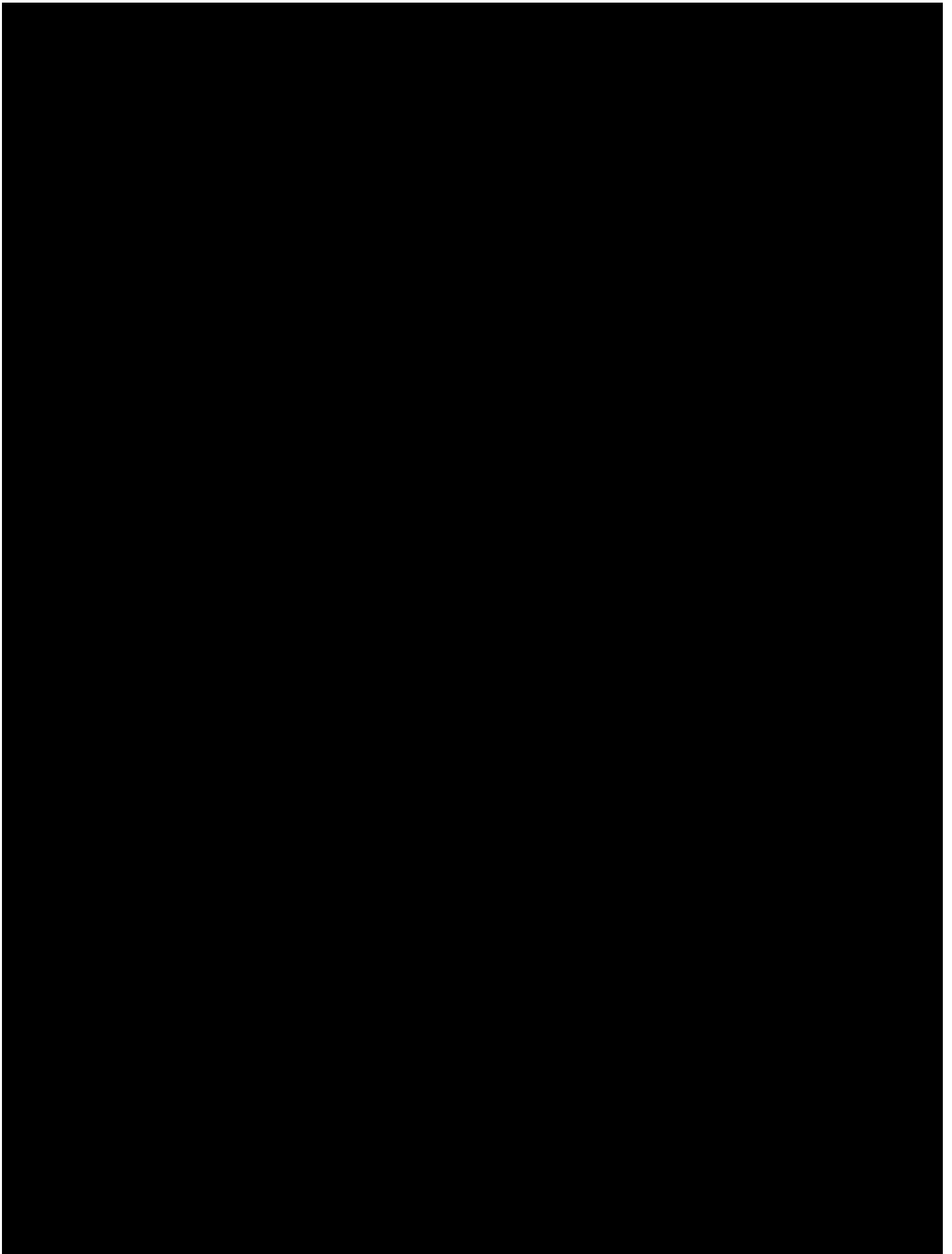
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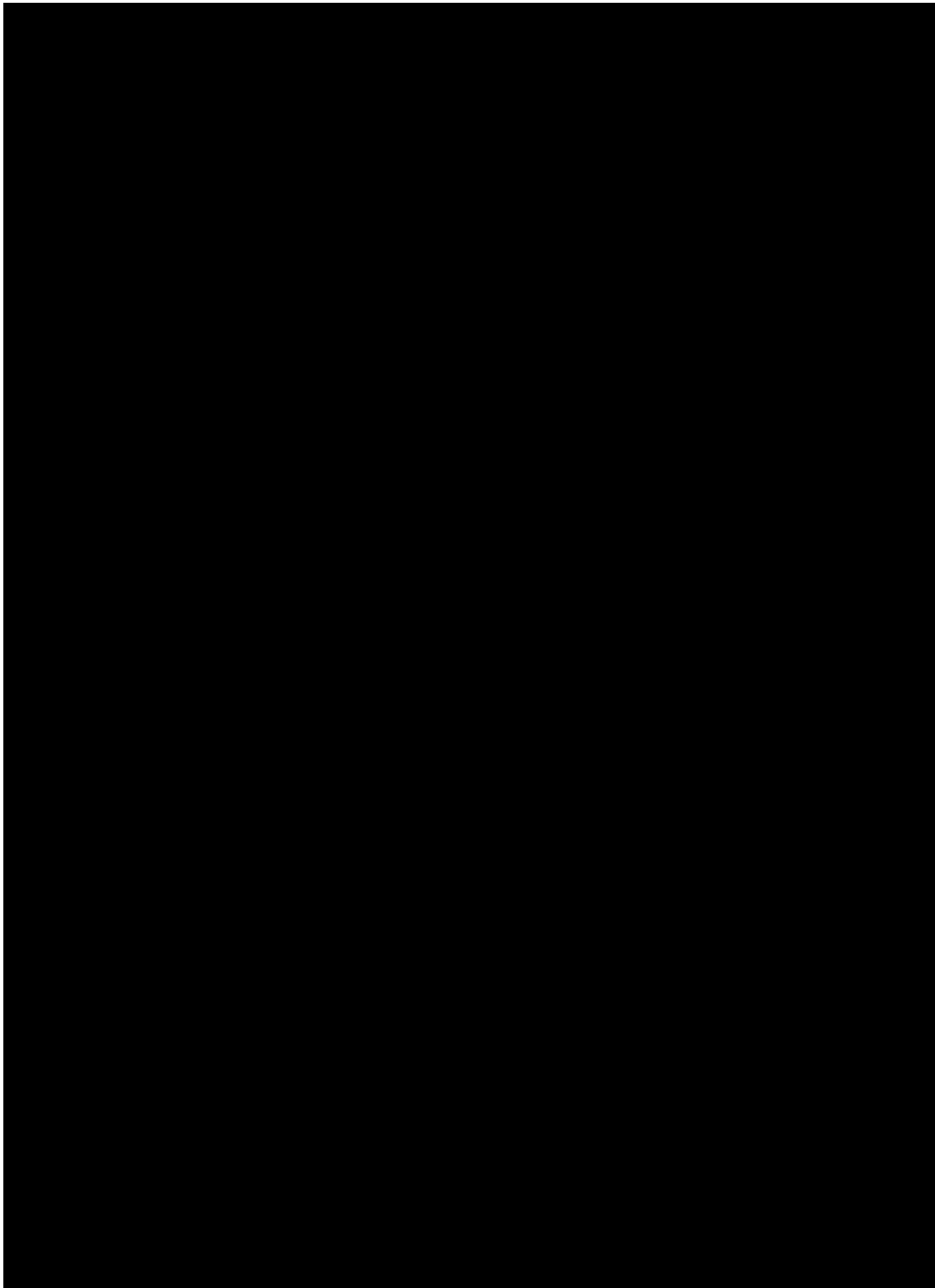
**THIS MEMBERSHIP INTERESTS PURCHASE AGREEMENT** (as amended, modified, supplemented or restated in accordance with its terms from time to time, this “**Agreement**”), dated as of November 30, 2022 (the “**Closing Date**”), is by and among **BLUE RIVER PETCARE GROUP, LLC**, an Illinois limited liability company (“**Buyer**”), **BRM HAVEN LAKE, LLC**, a Delaware limited liability company (the “**Company**”), **HAVEN LAKE ANIMAL HOSPITAL, LLC**, a Delaware limited liability company (“**Seller**”), **CHRISTOPHER E. COON, DVM** (“**Coon**”), **AUDREY R. ADKINS, DVM** (“**Adkins**”), **KATHERINE M. FRANCIS, DVM** (“**Francis**”), and **JENNIFER PASCUCCI** (“**Pascucci**” and together with Coon, Adkins, and Francis, each, a “**Member**” and together, the “**Members**” and together with the Seller, the “**Selling Parties**”). Certain capitalized terms used but not otherwise defined herein shall have the meanings ascribed thereto in Section 8.12.

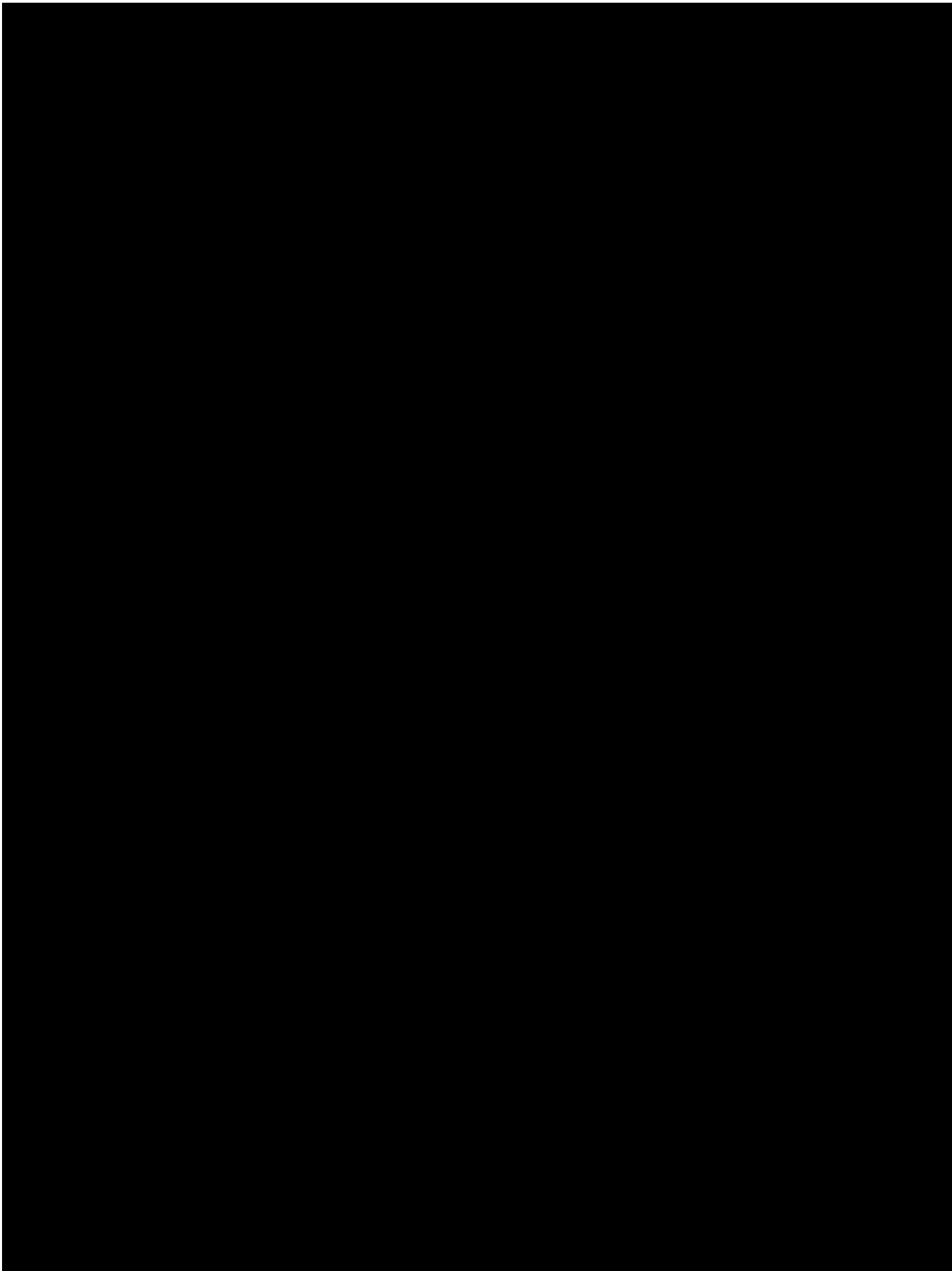


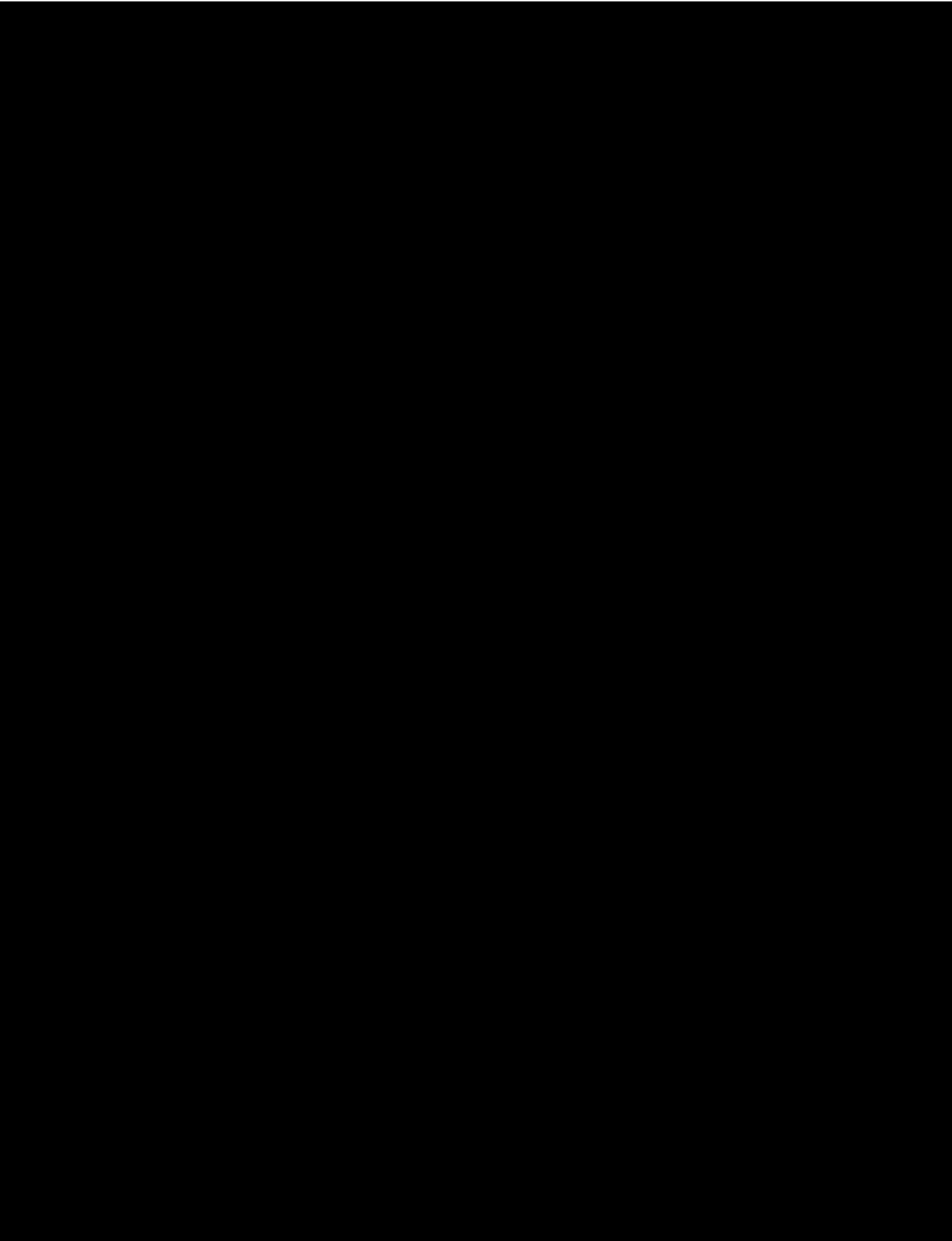




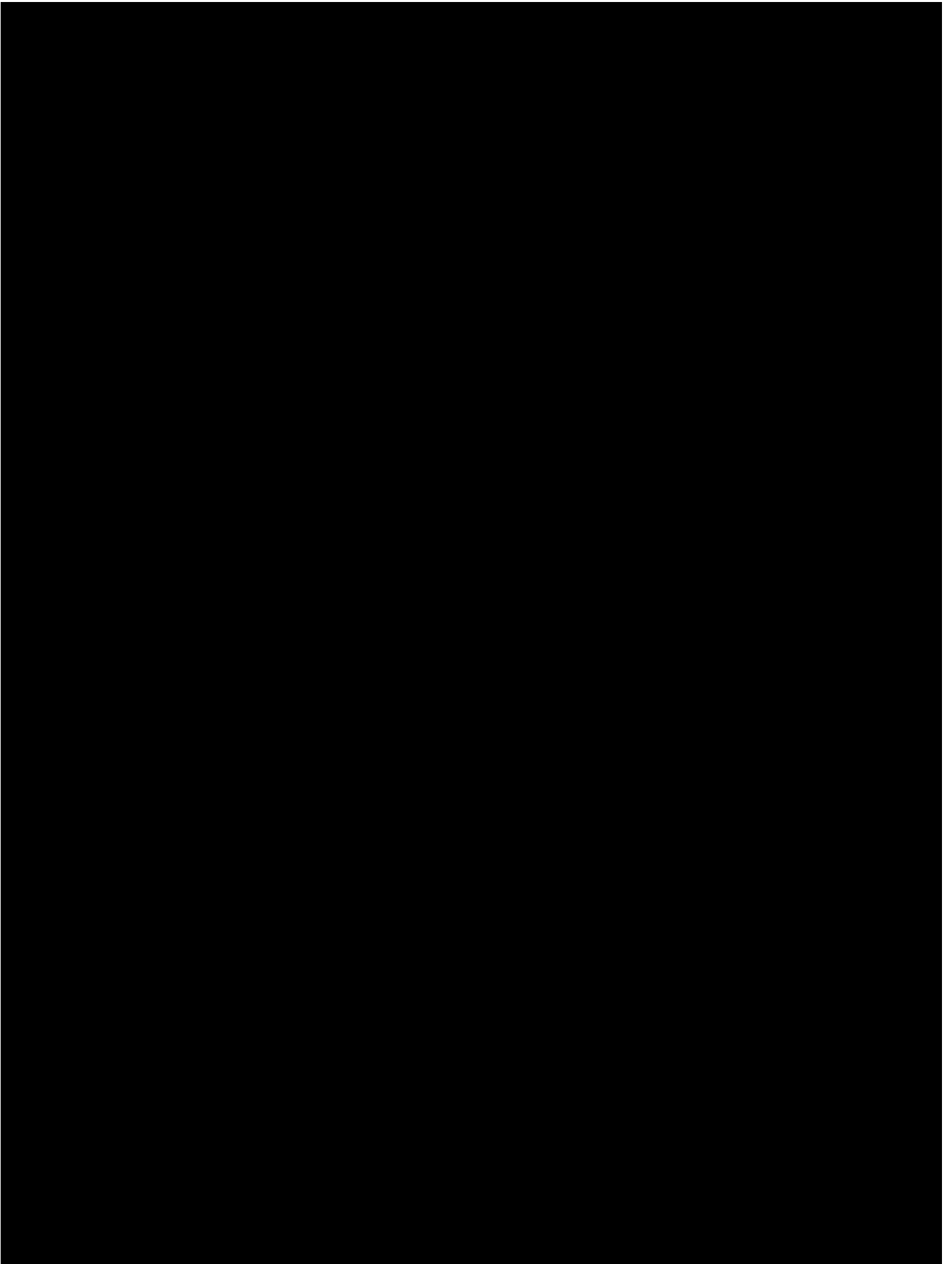


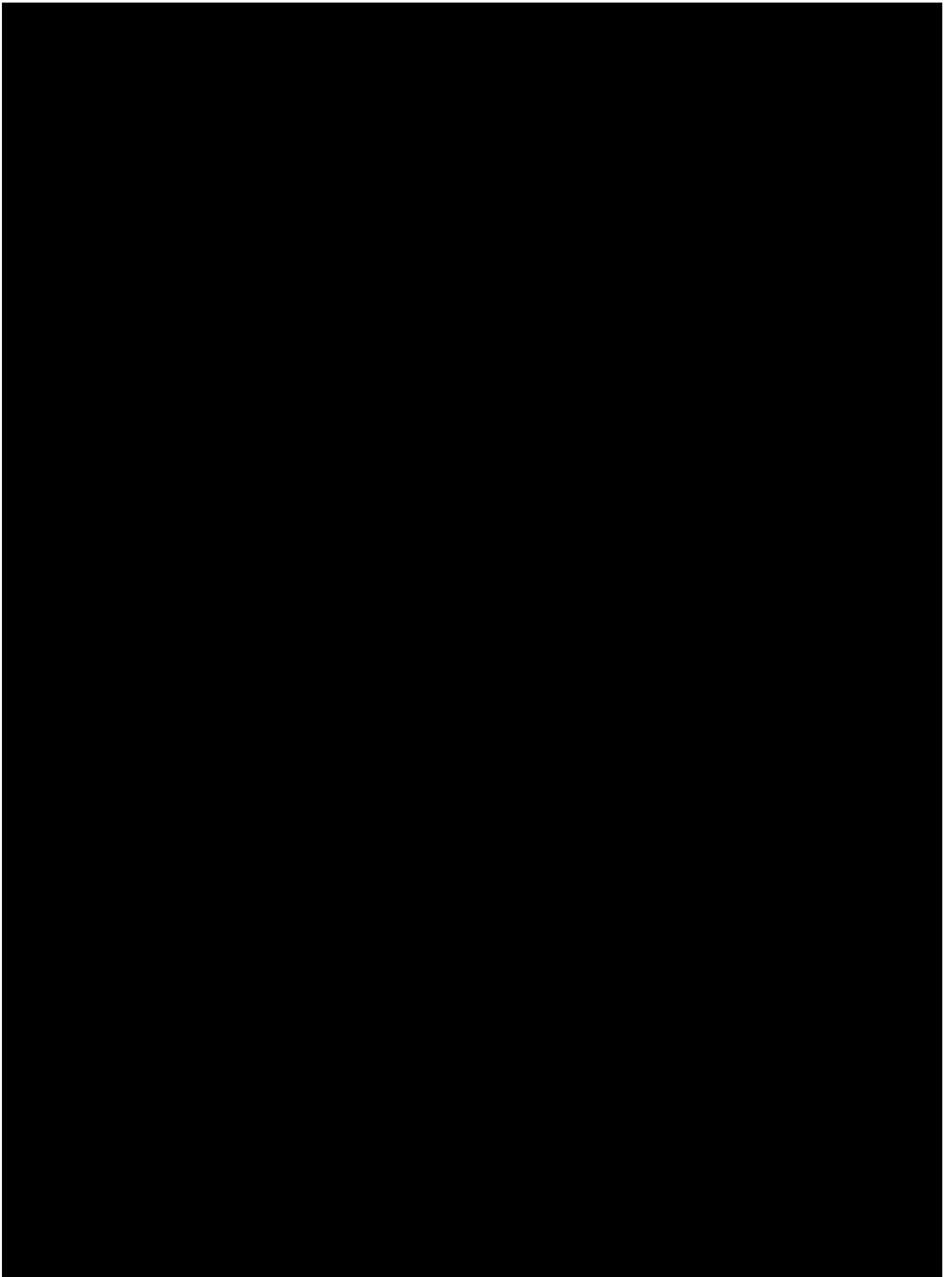


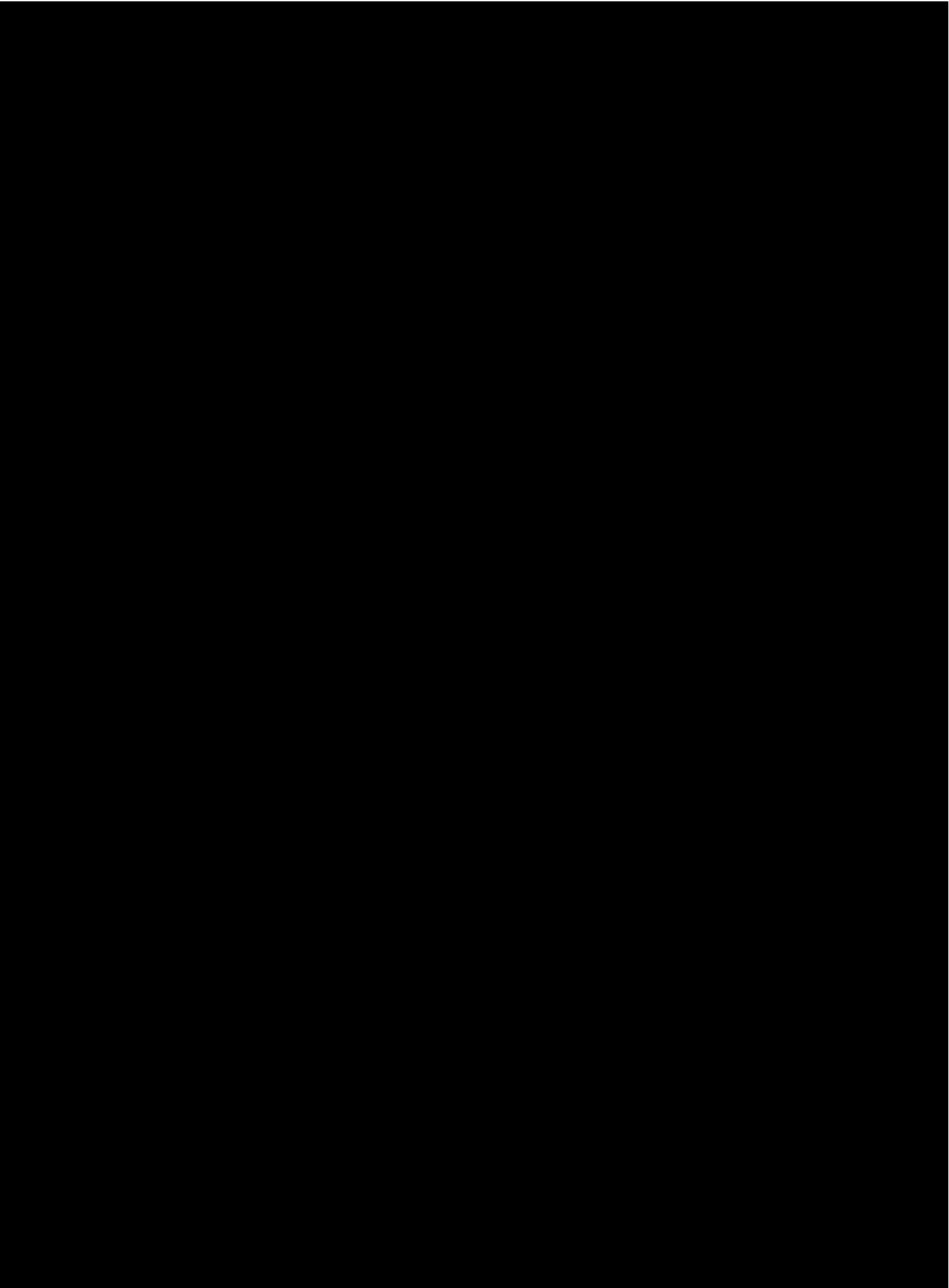


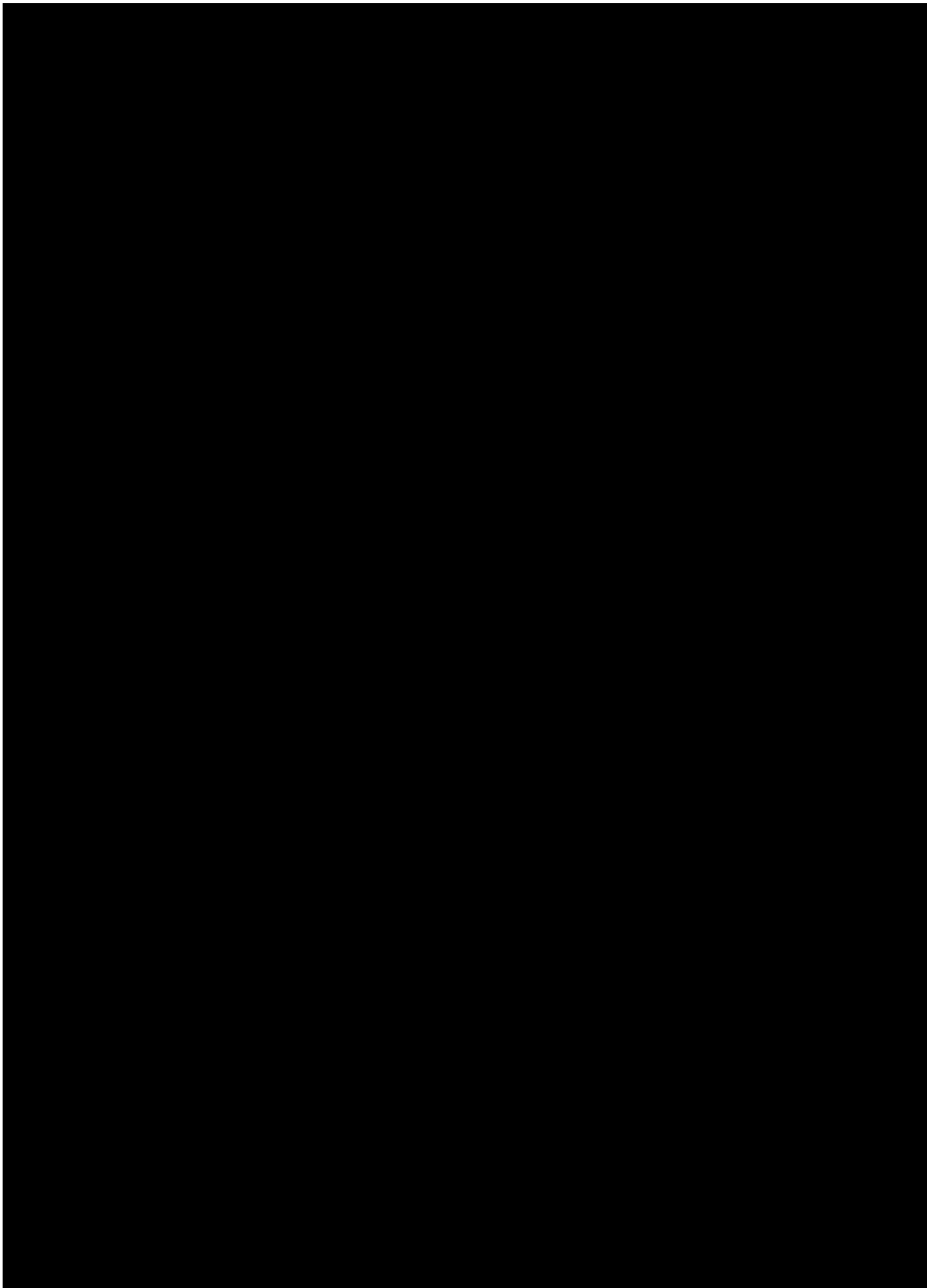


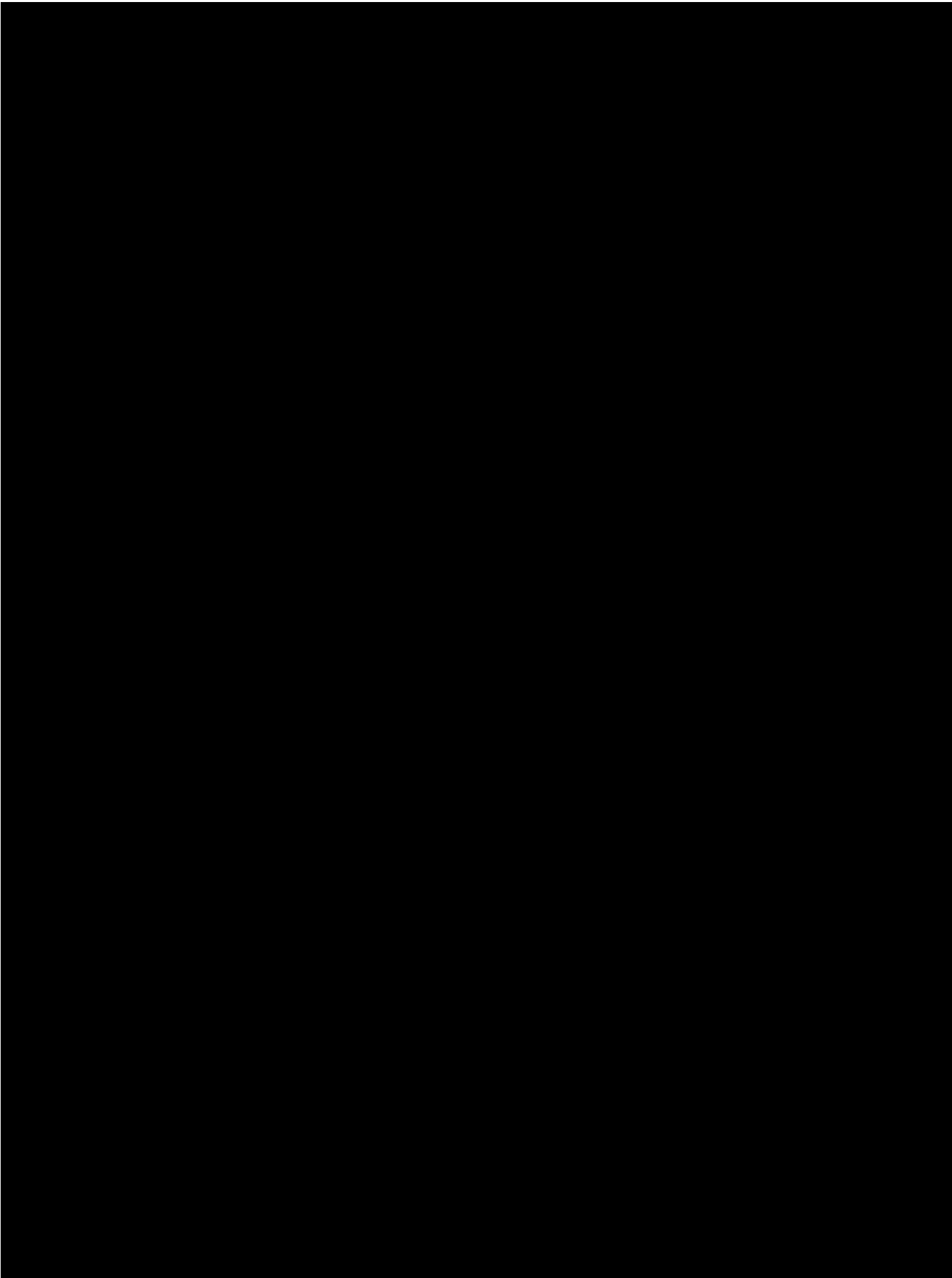


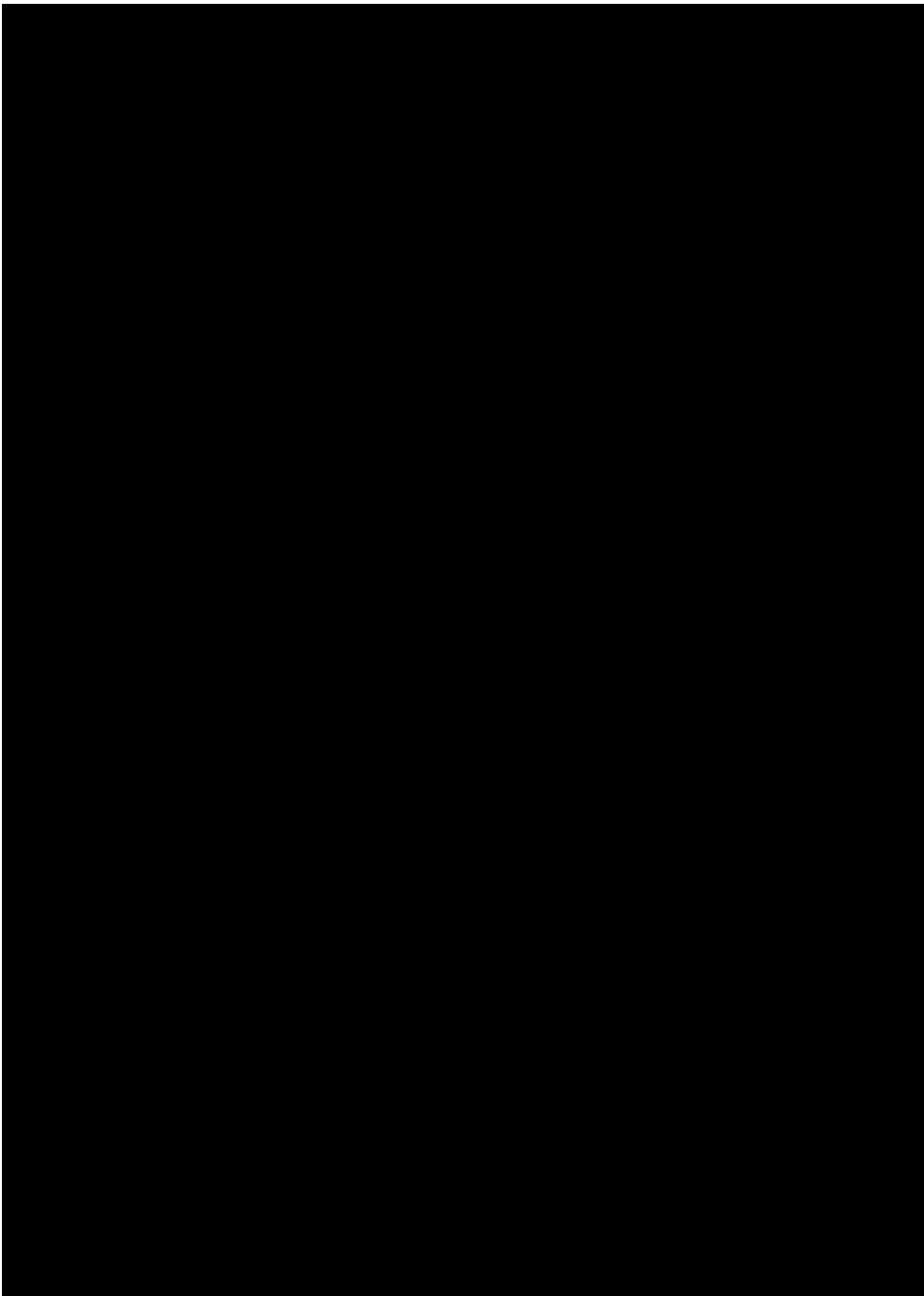


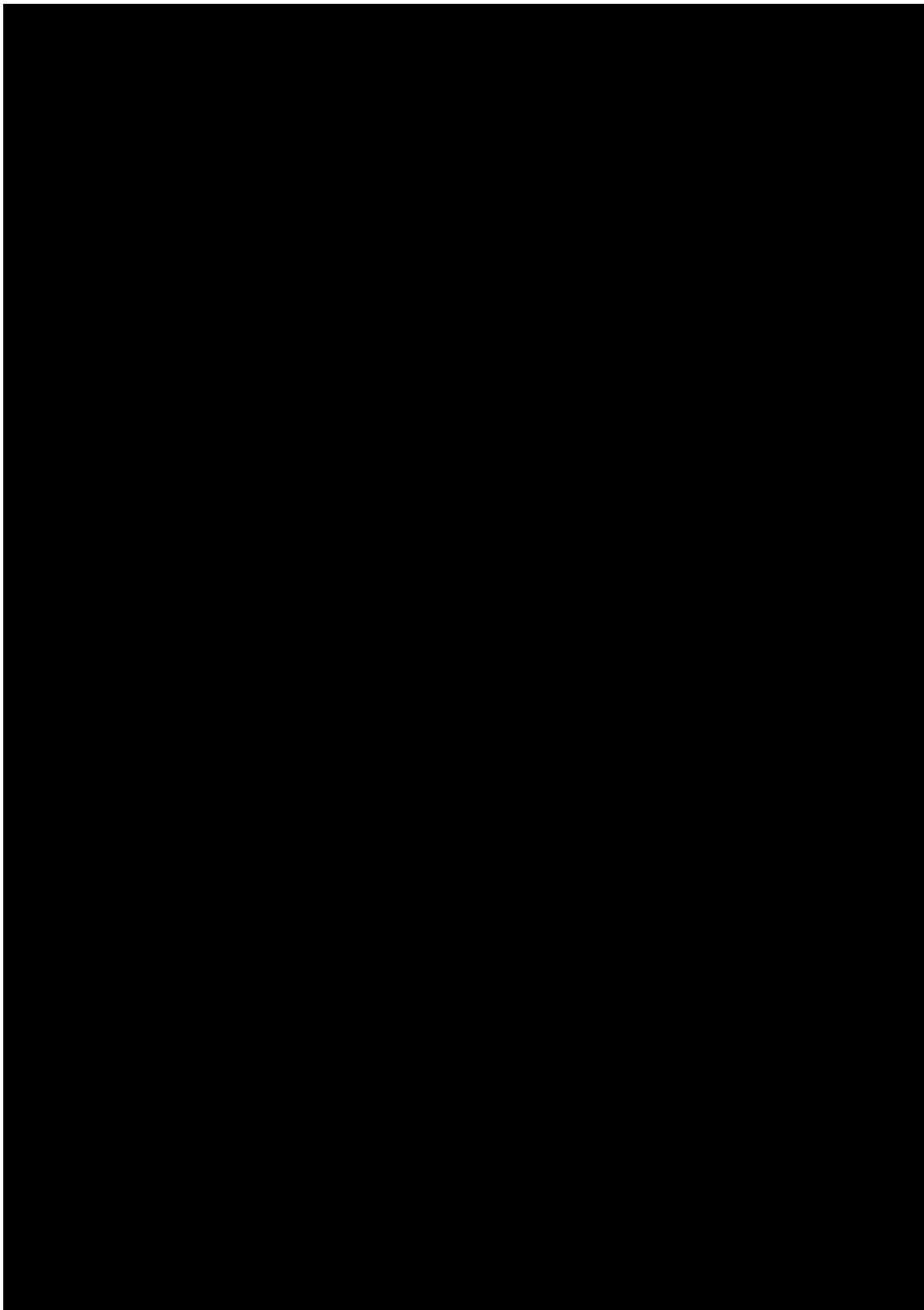


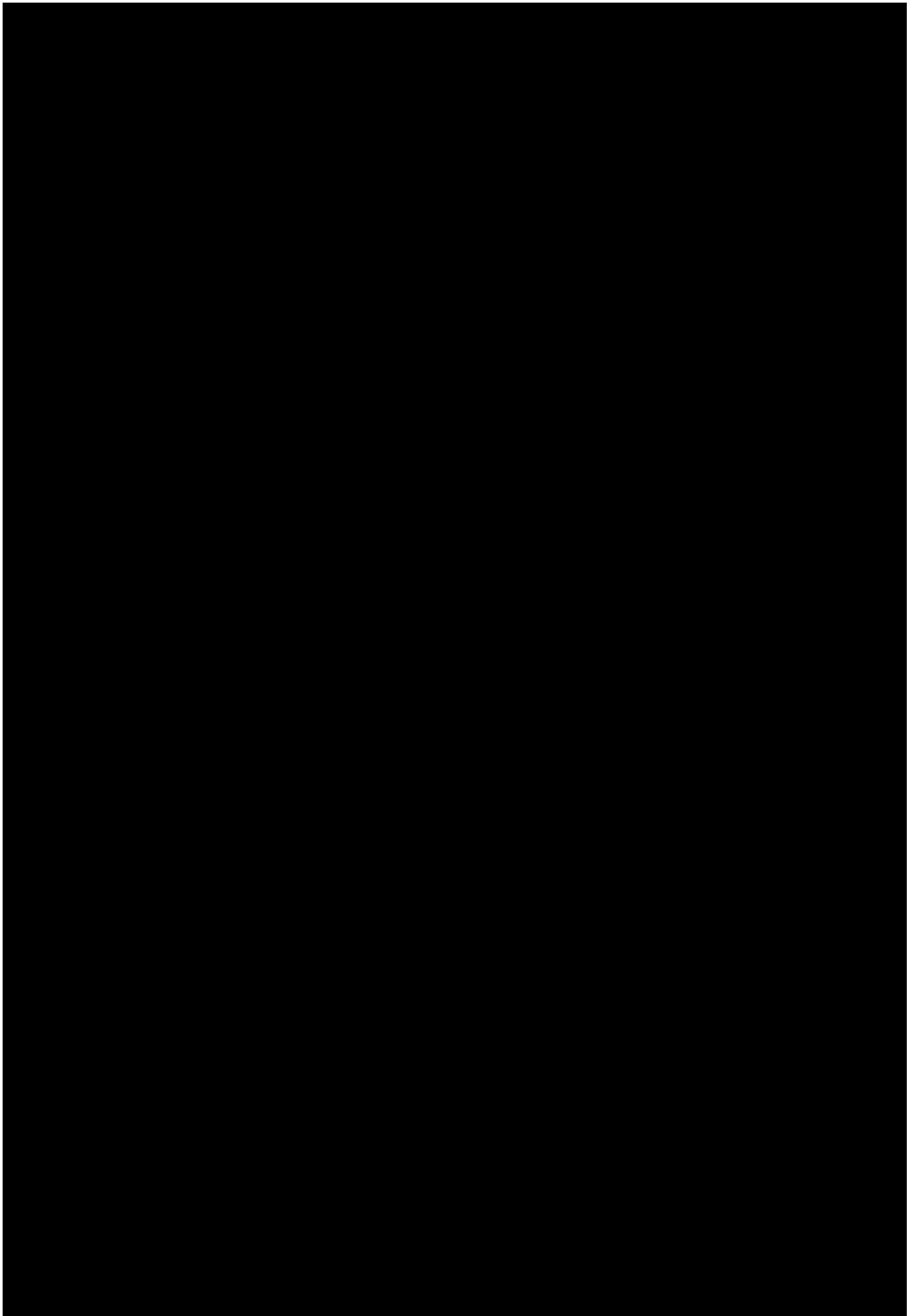




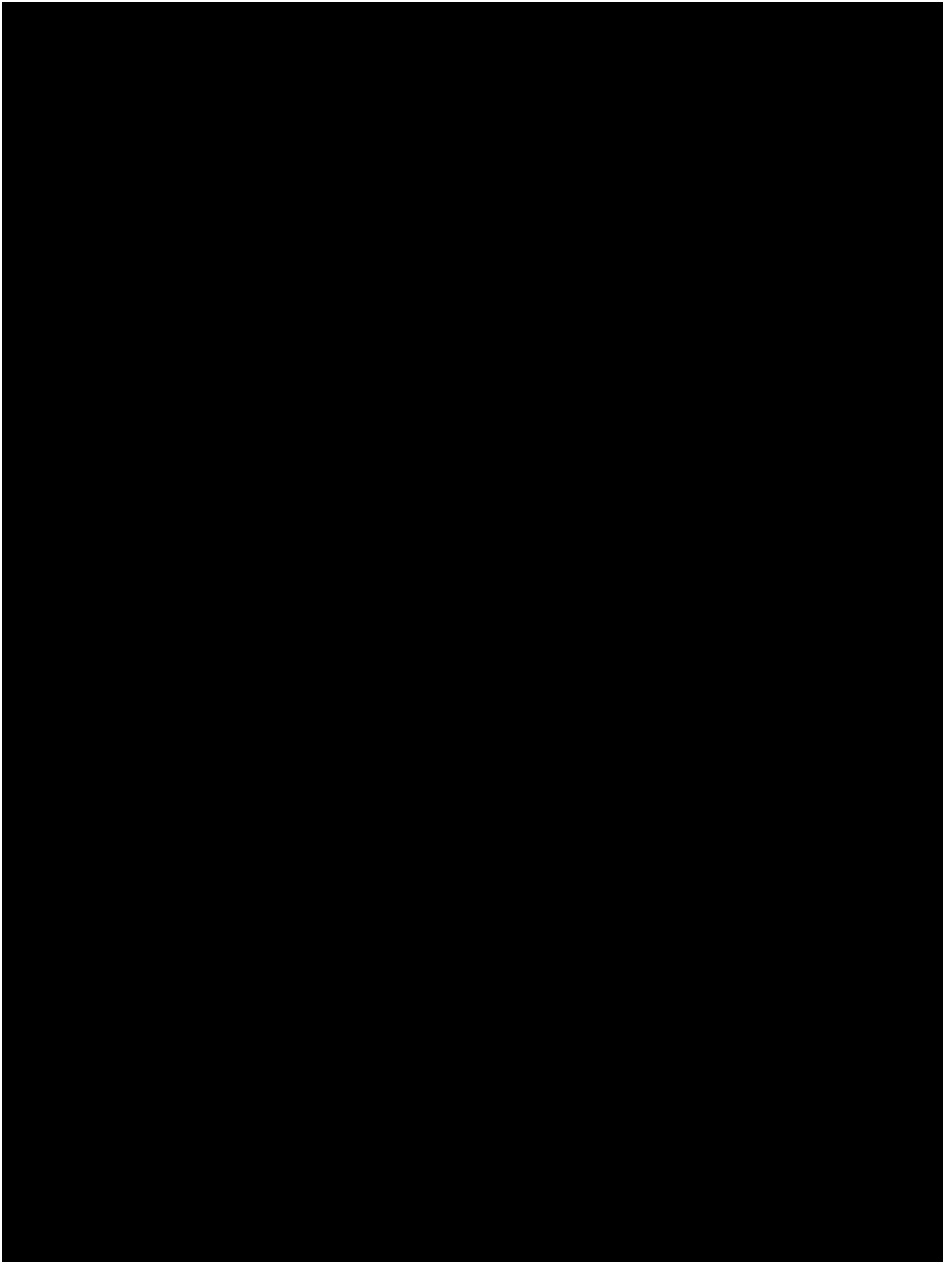


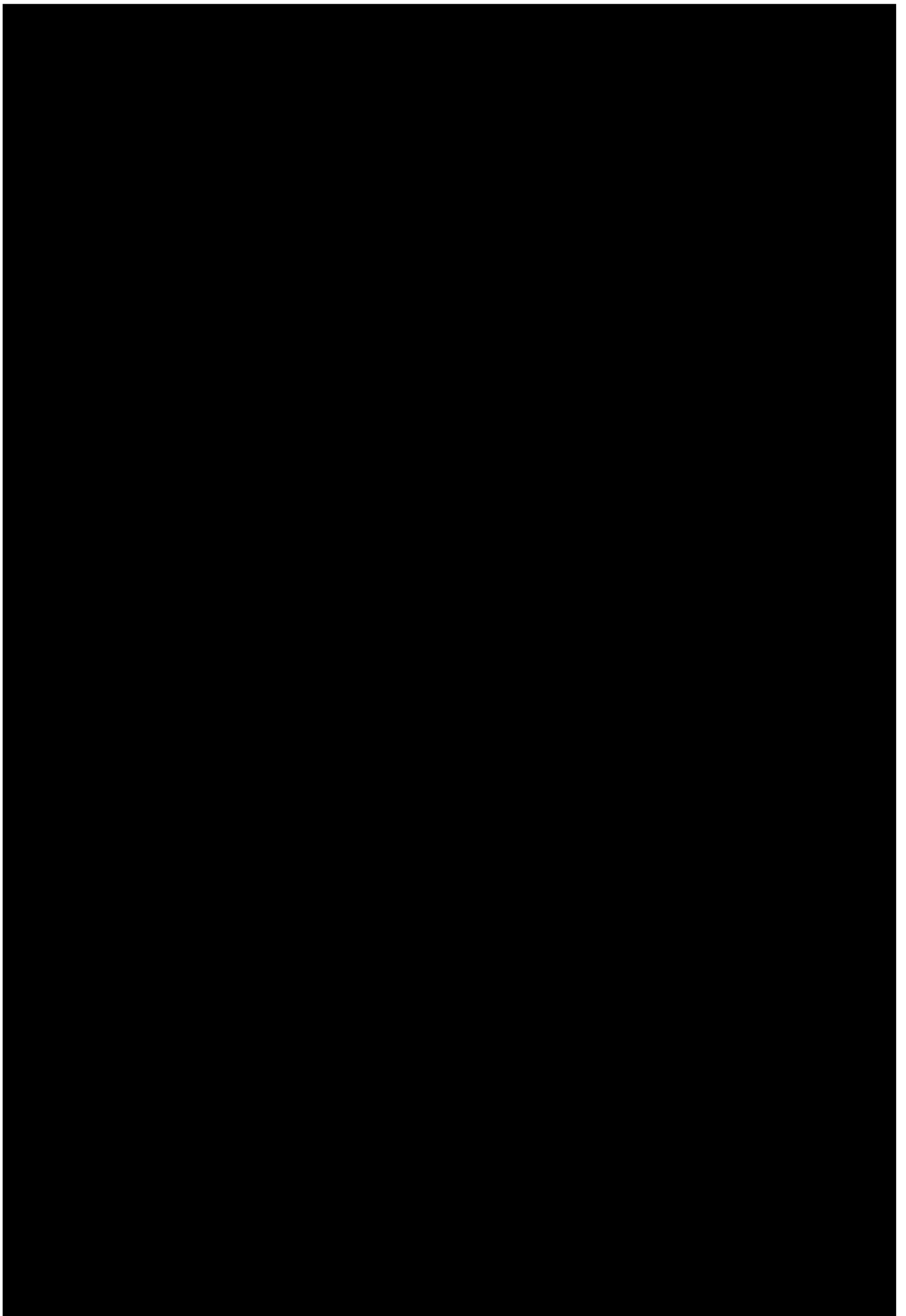


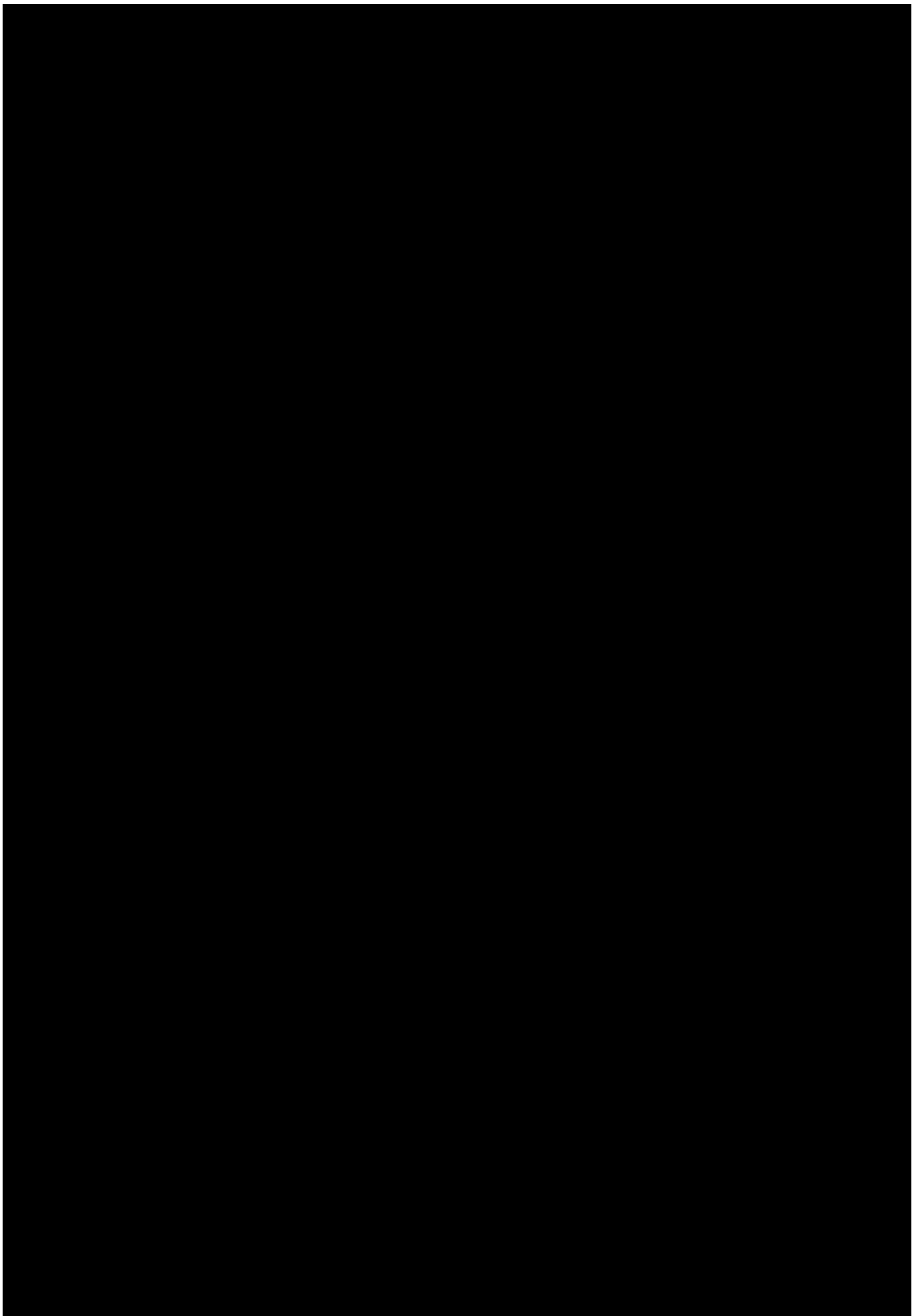


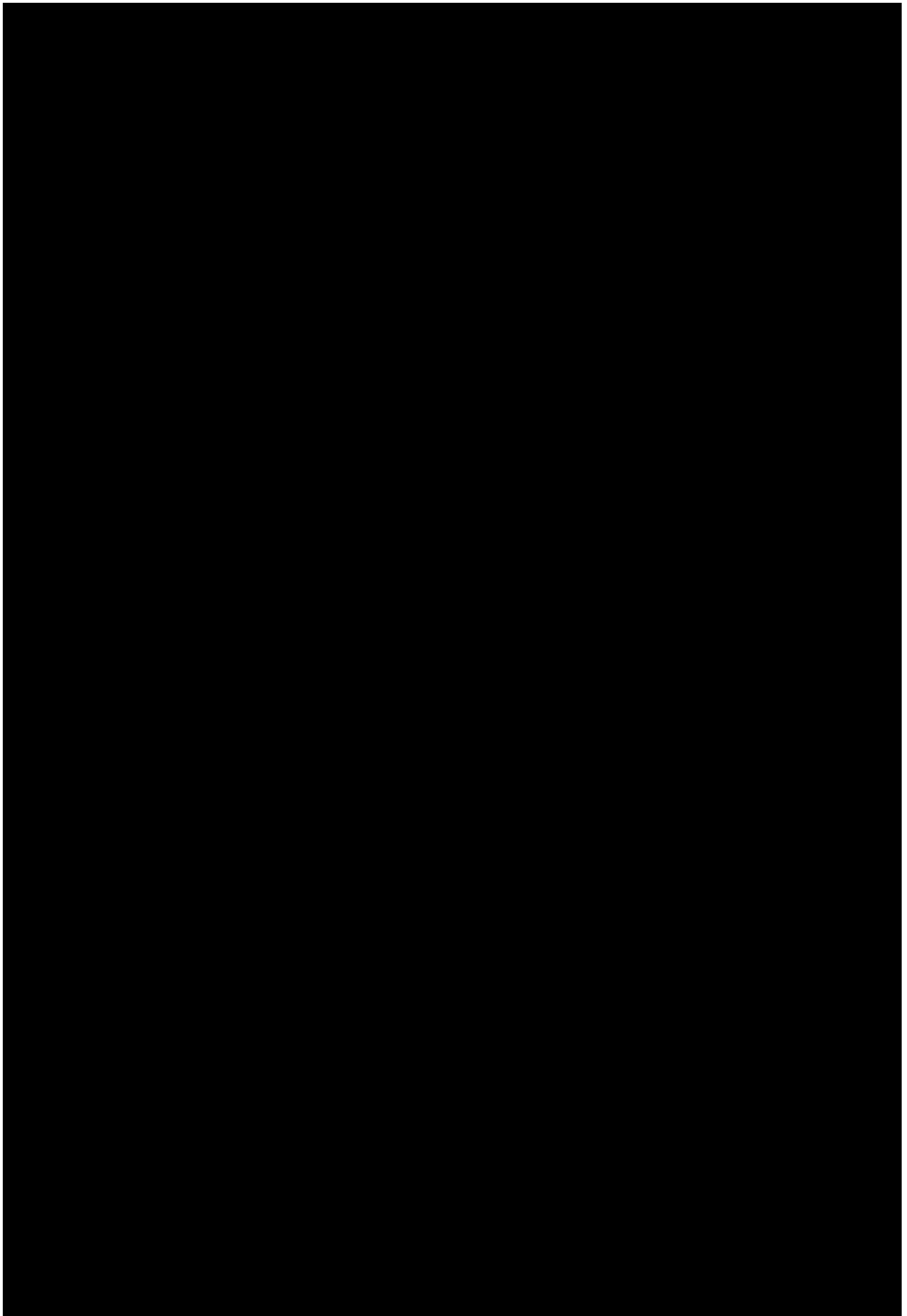


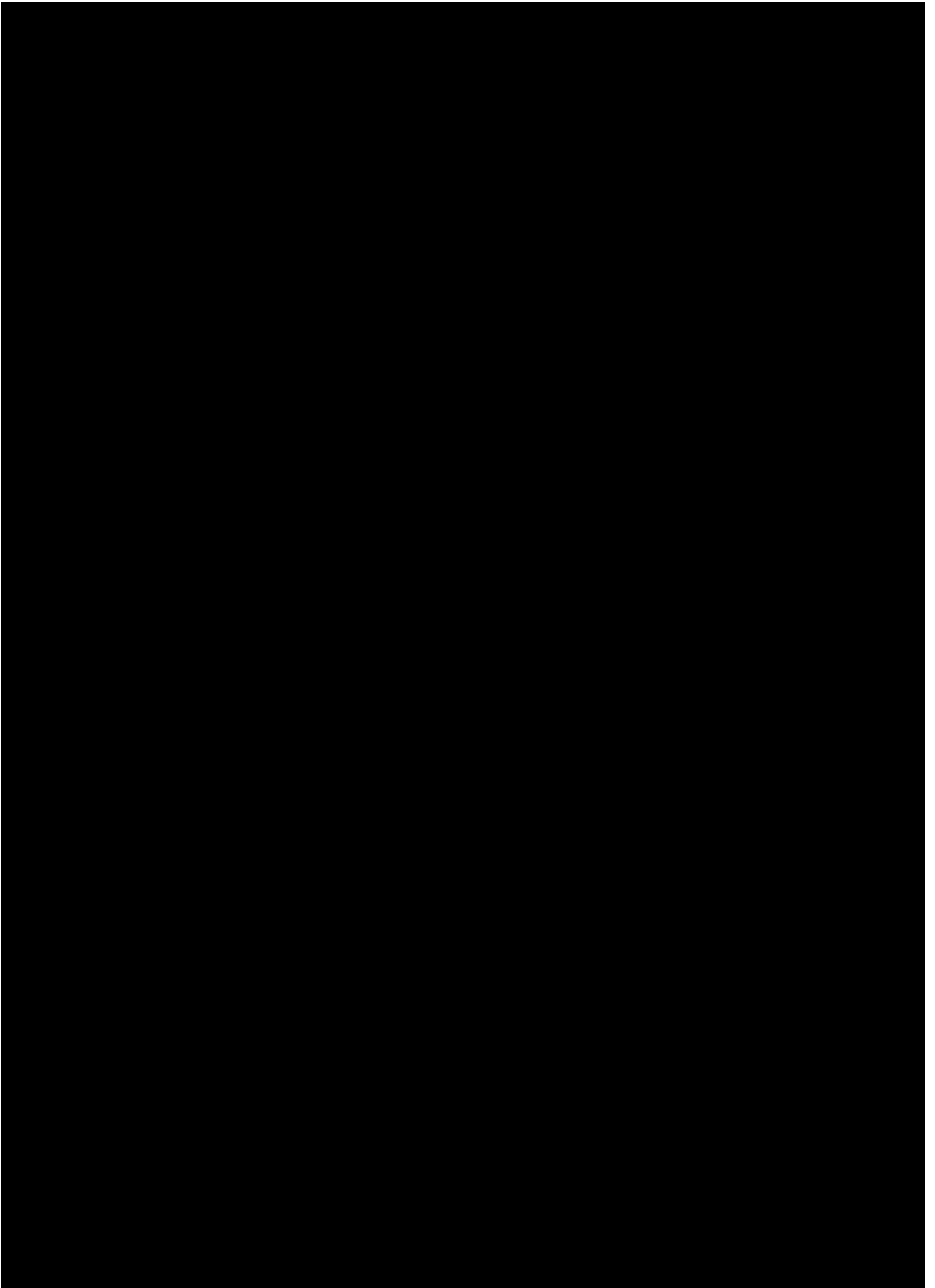


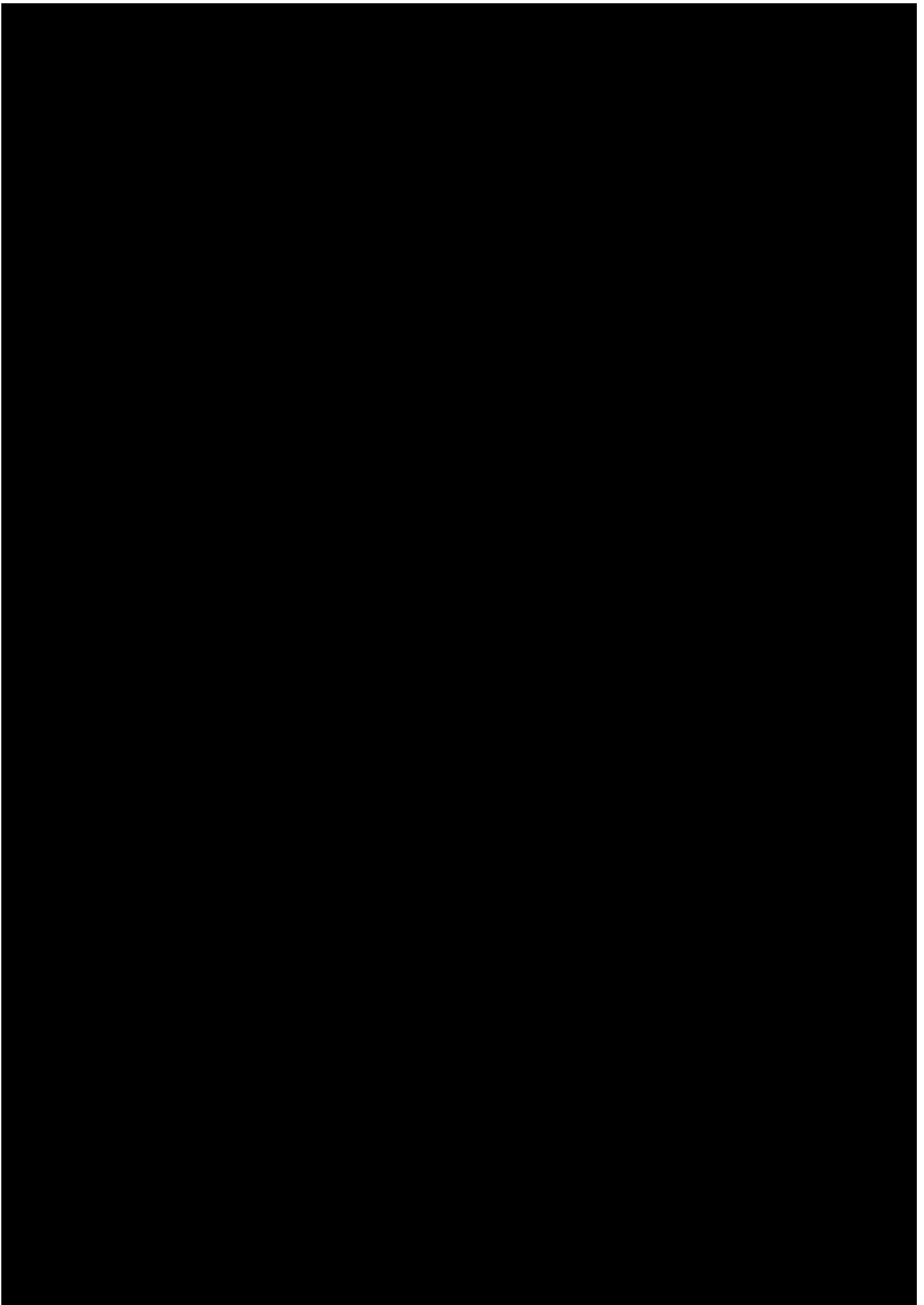


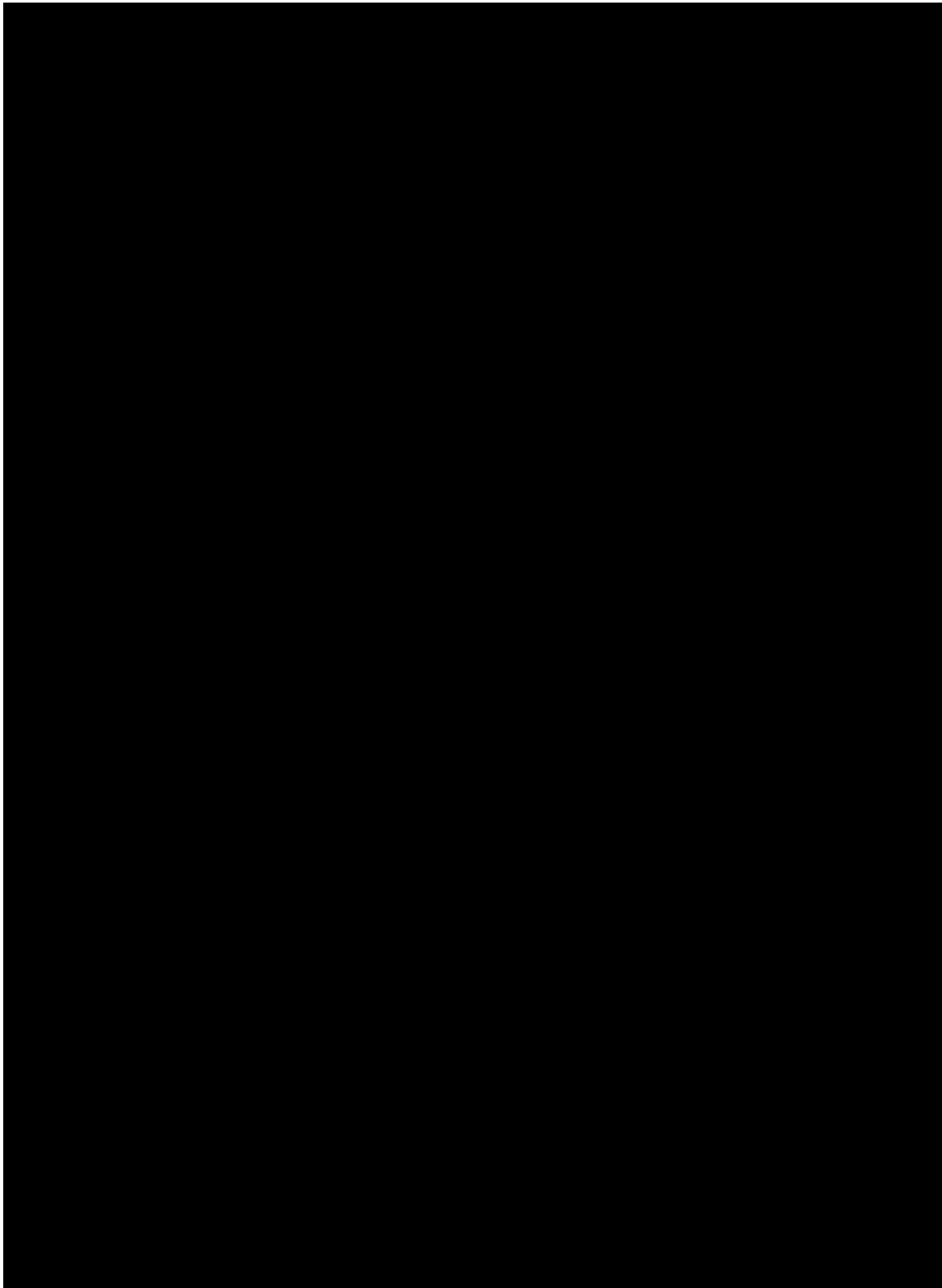


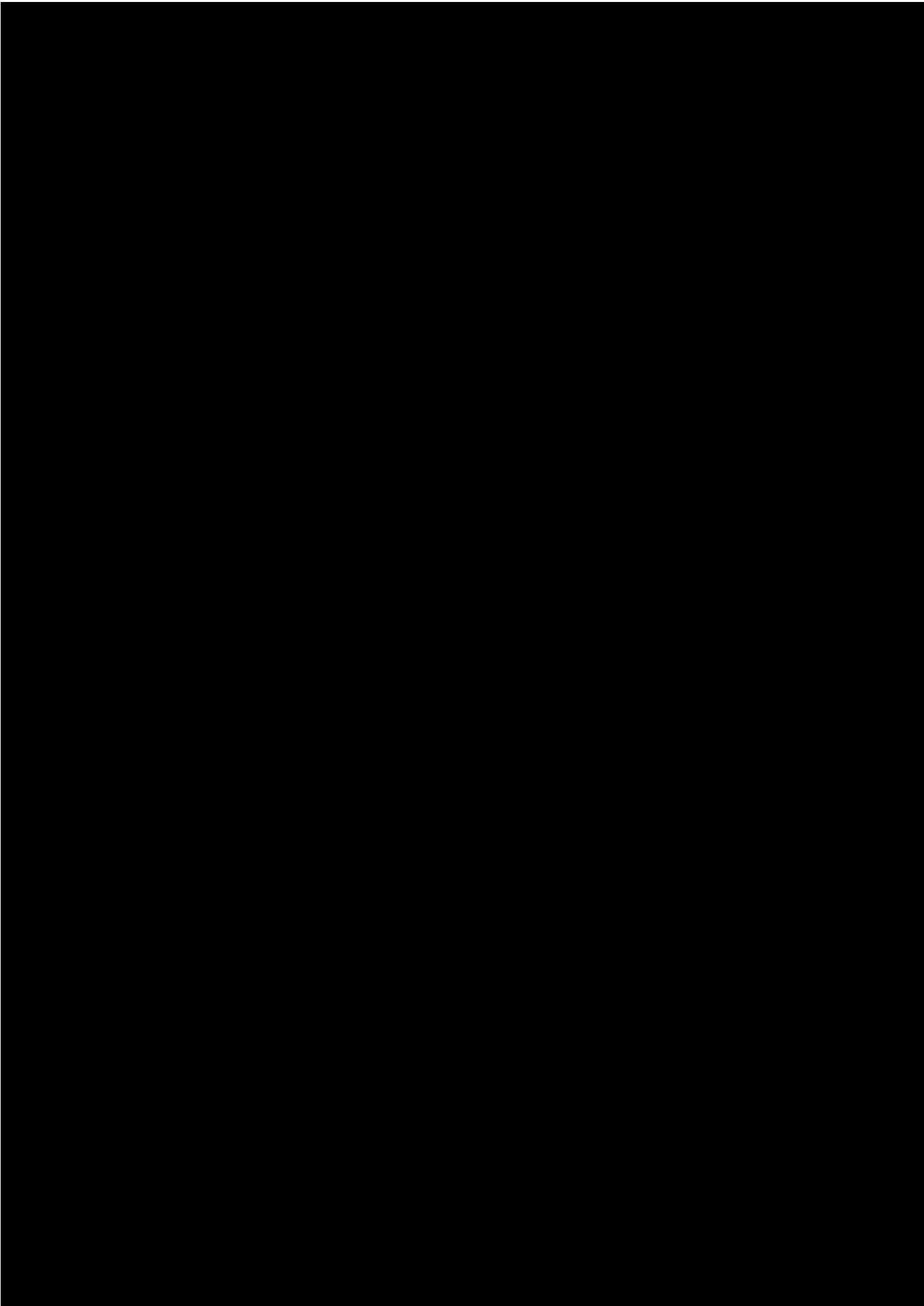




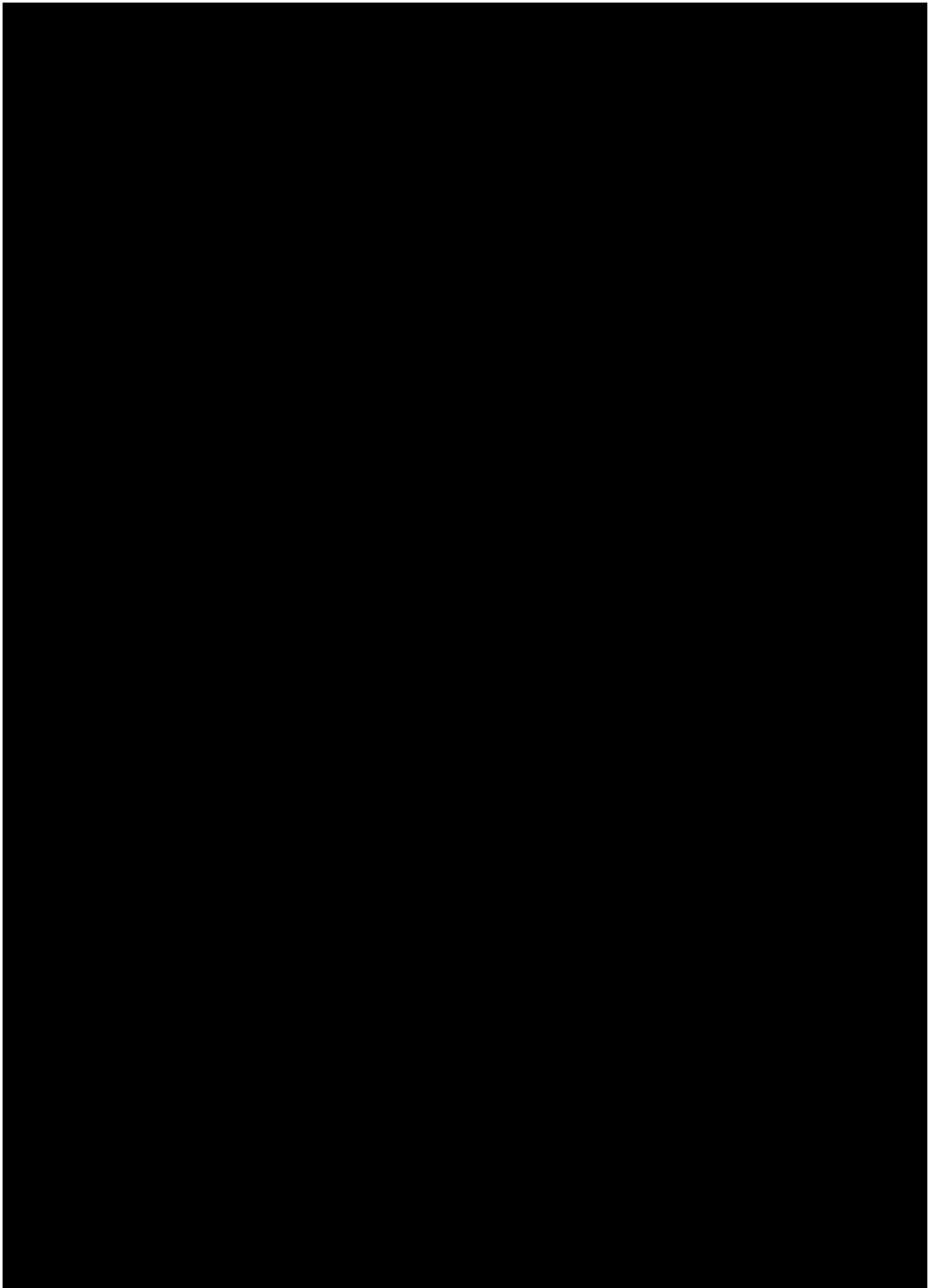


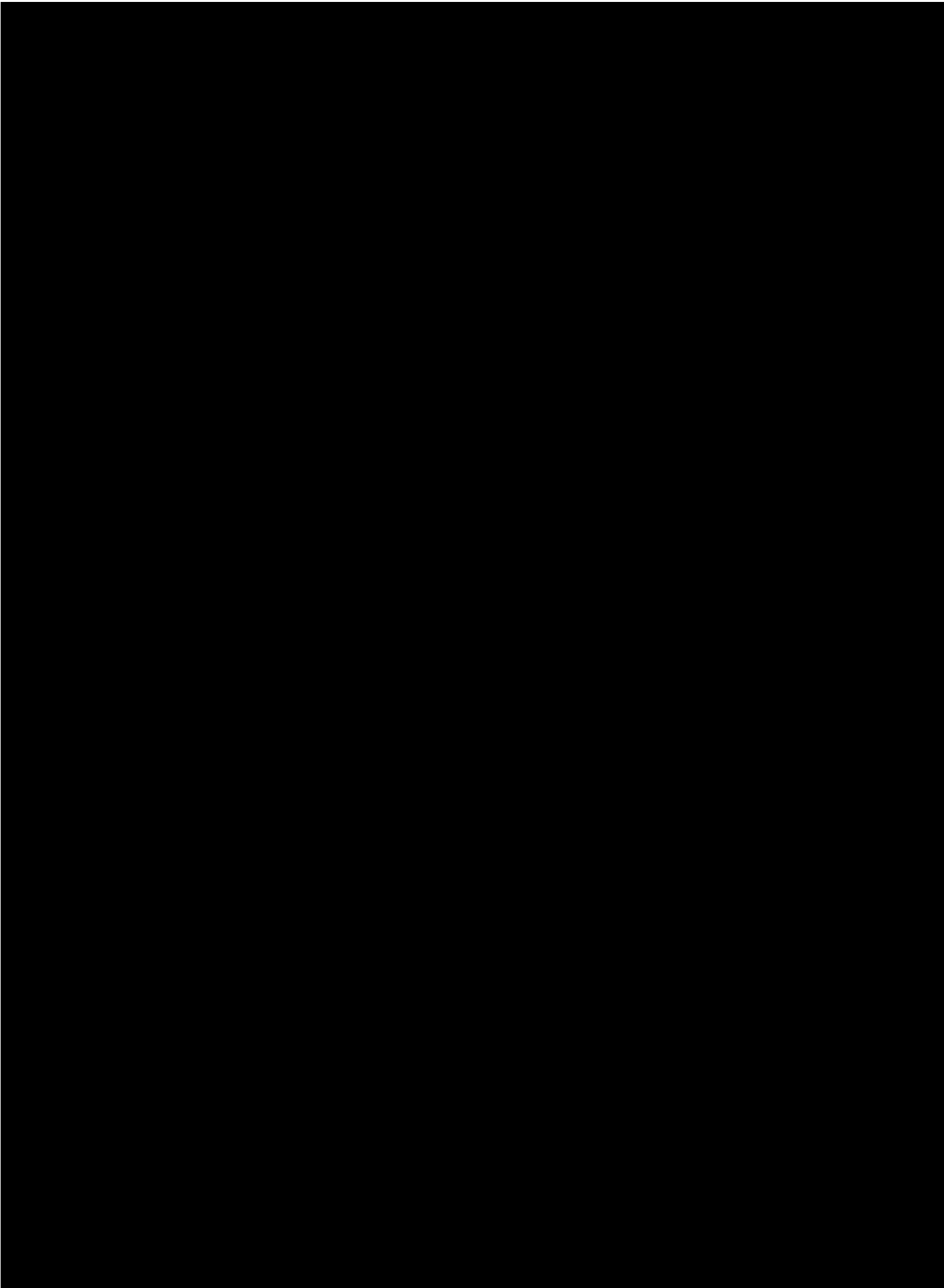


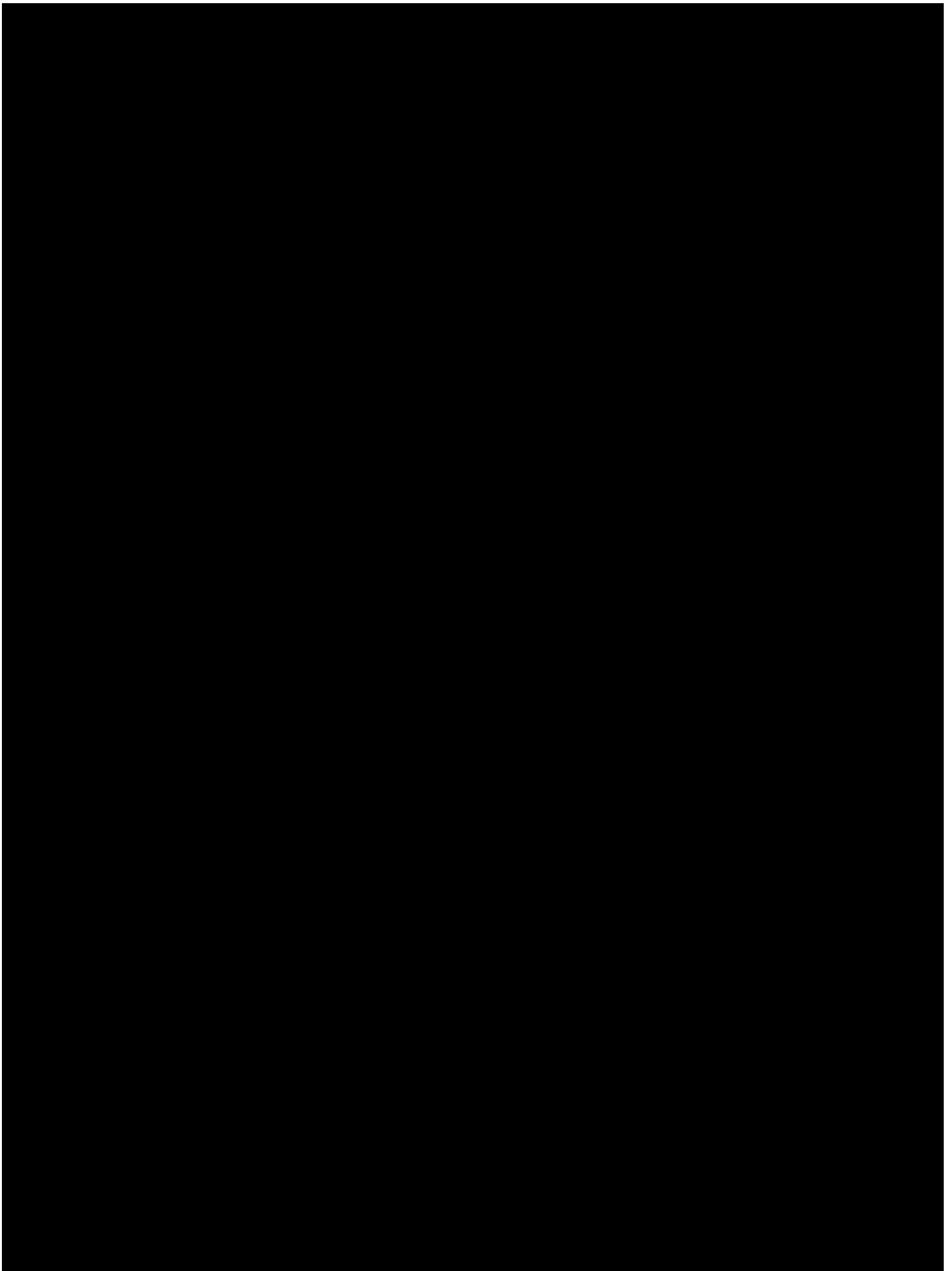


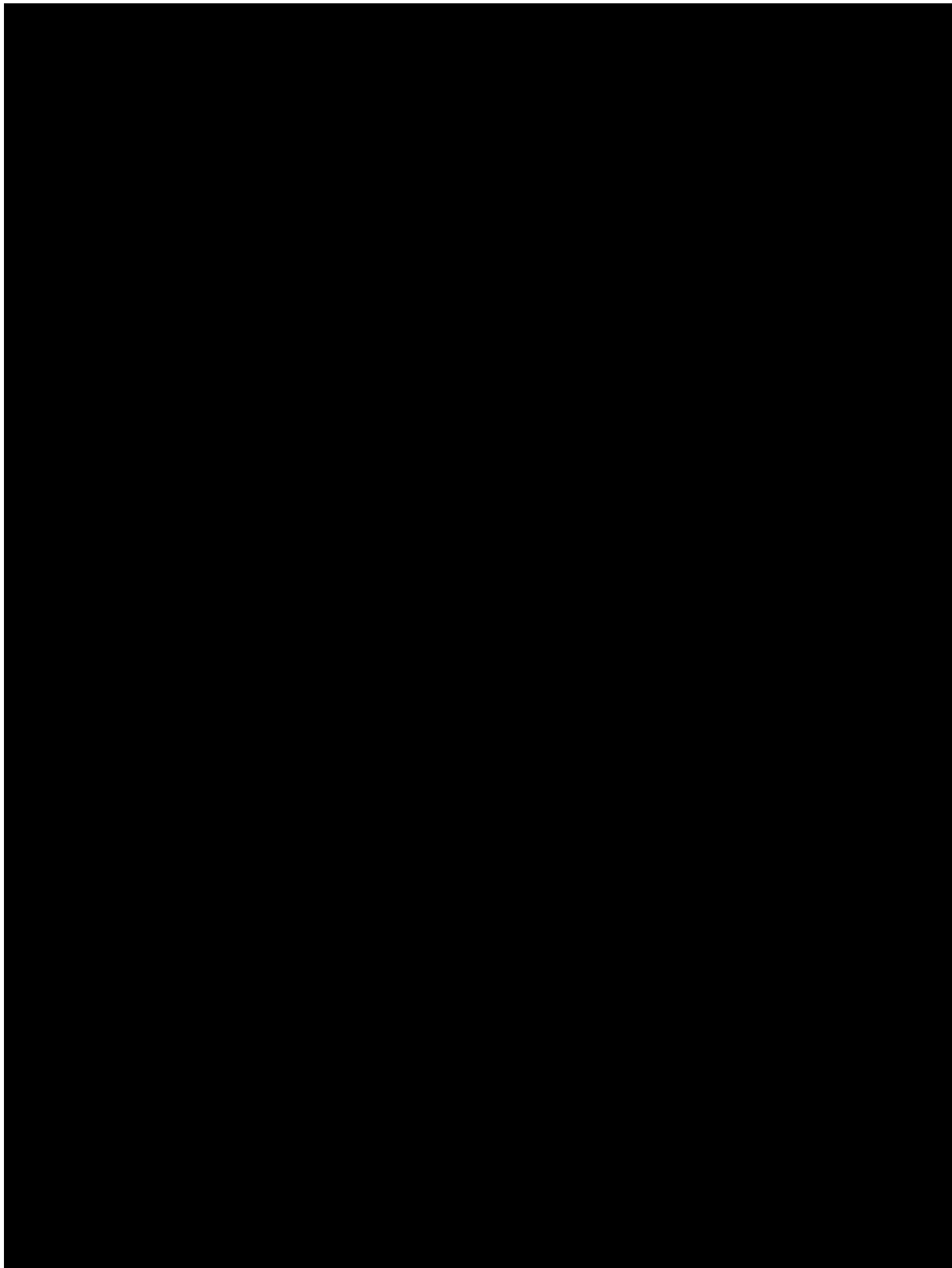


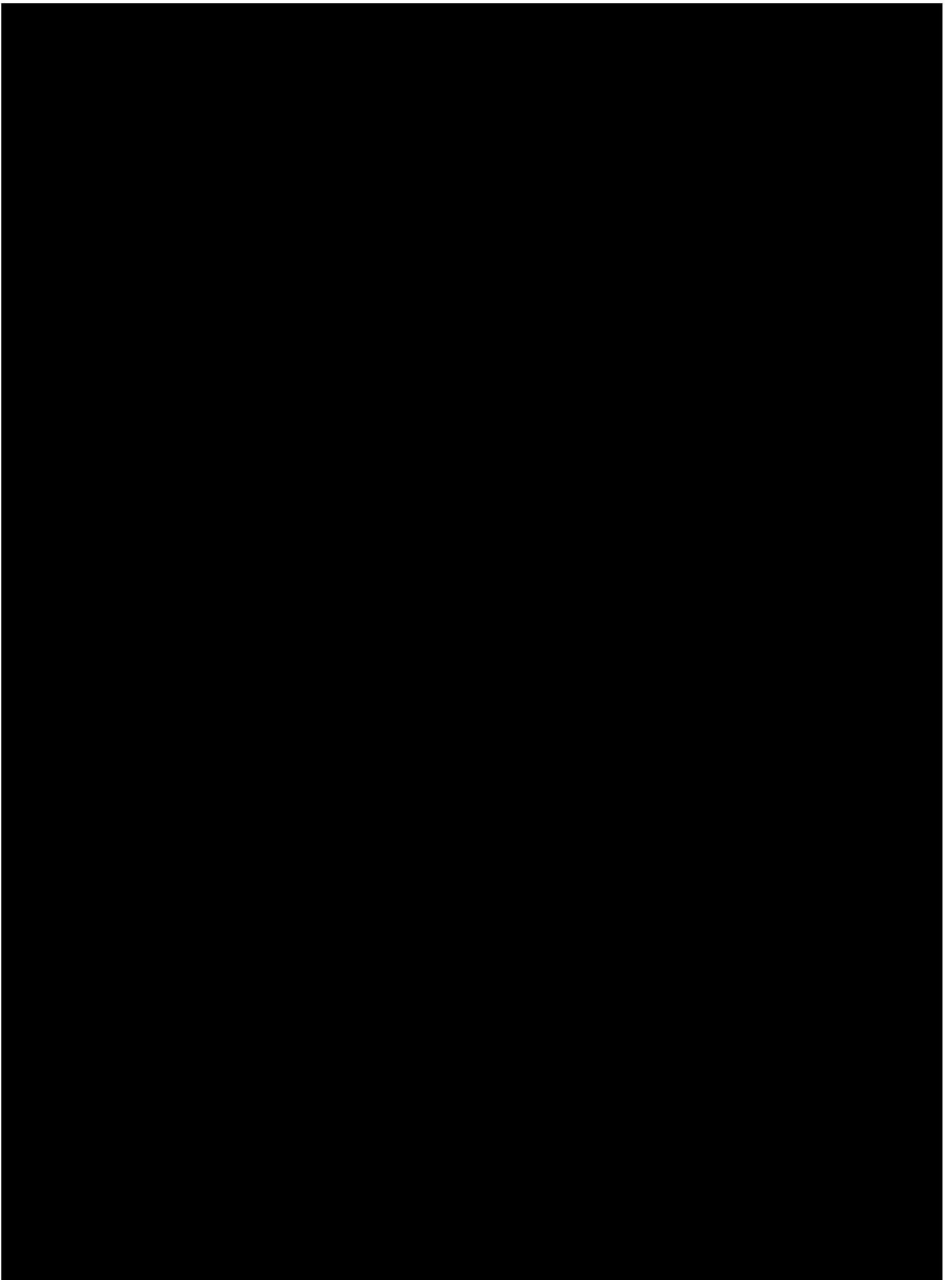


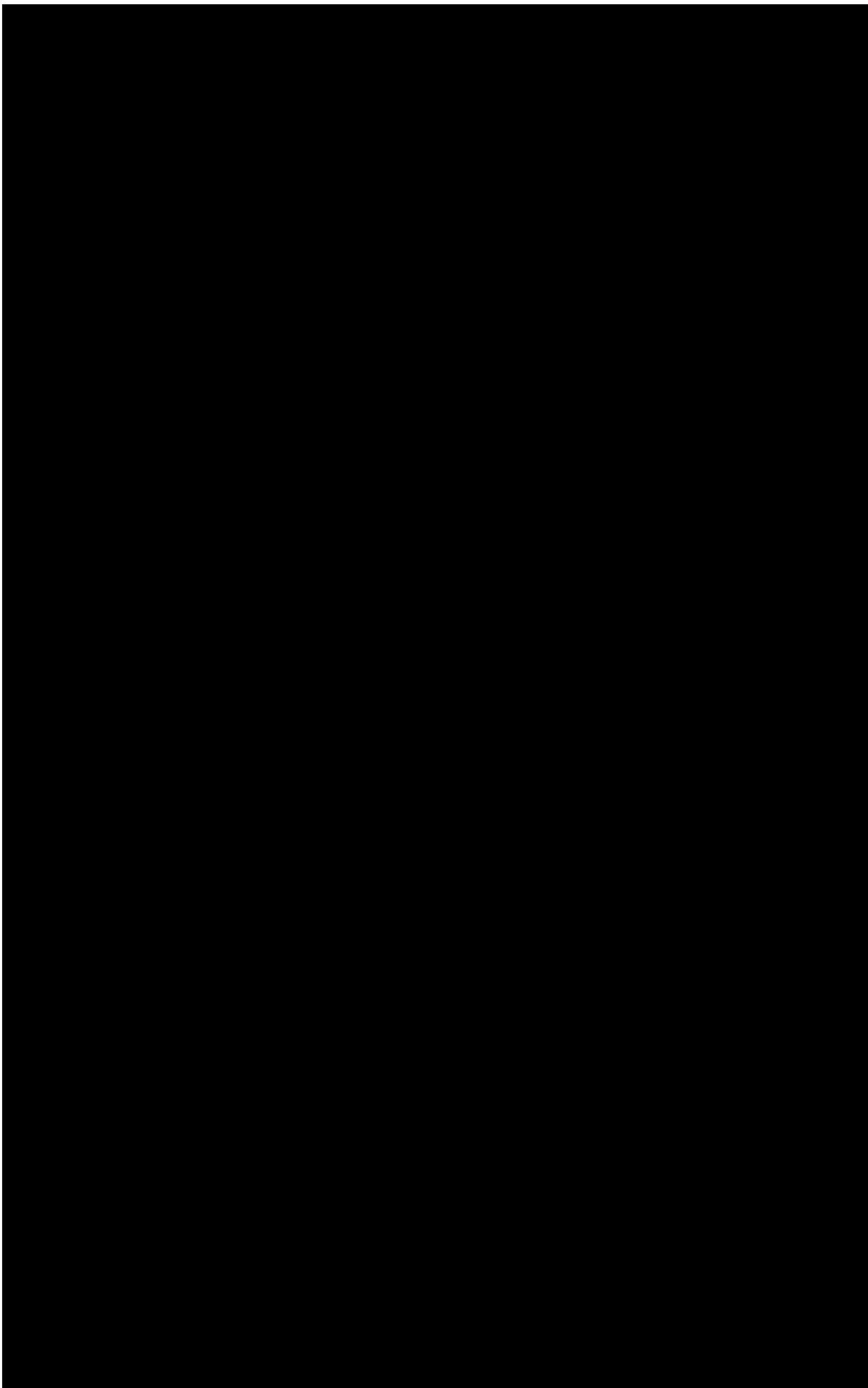












**IN WITNESS WHEREOF**, the parties hereto have executed this Membership Interests Purchase Agreement as of the date first written above.

**SELLER:**

**Haven Lake Animal Hospital, LLC**, a Delaware limited liability company

DocuSigned by:  
By: Christopher E. Coon  
51ADCEA6F855400...  
Name: Christopher E. Coon, DVM  
Its: President

**COMPANY:**

**BRM HAVEN LAKE, LLC**, a Delaware limited liability company

By: Haven Lake Animal Hospital, LLC, its member

DocuSigned by:  
By: Christopher E. Coon  
51ADCEA6F855400...  
Name: Christopher E. Coon, DVM  
Its: President

**MEMBERS:**

DocuSigned by:  
Christopher E. Coon  
51ADCEA6F855400...  
Christopher E. Coon, DVM


DocuSigned by:  
Audrey Rebecca Adkins  
5488BF3107E442E...  
Audrey R. Adkins, DVM

DocuSigned by:  
Katherine M. Francis  
DEFDCE47123A45E...  
Katherine M. Francis, DVM

DocuSigned by:  
Jennifer Pascucci  
8C8E3C88B3F74E1...  
Jennifer Pascucci

**BUYER:**

**BLUE RIVER PETCARE GROUP, LLC**, an  
Illinois limited liability company

By:  \_\_\_\_\_  
Name: Daniel H. Blumenthal  
Its: President