Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2019

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
BLUE RIVER PETCARE GROUP, LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 101

1c Effective date of plan 01/01/2012

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
BLUE RIVER PETCARE GROUP, LLC

200 WEST MONROE
SUITE 1802
CHICAGO, IL 60606

2b Employer Identification Number (EIN) 35-2489124

2c Plan Sponsor's telephone number 312-436-1177

2d Business code (see instructions) 541940

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/23/2020	LAURETTE ALDRED-EISEMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/23/2020	LAURETTE ALDRED-EISEMAN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: **a** Sponsor's name **c** Plan Name	**4b** EIN **4d** PN	

5 Total number of participants at the beginning of the plan year	**5**	1599
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	1483
a(2) Total number of active participants at the end of the plan year	**6a(2)**	1688
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	106
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	1794
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f Total. Add lines **6d** and **6e**.	**6f**	1795
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	995
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	123
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2T 3B 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2019 Form M-1 annual report. If the plan was not required to file the 2019 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2019** **This Form is Open to Public Inspection.**

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan
BLUE RIVER PETCARE GROUP, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 101

C Plan sponsor's name as shown on line 2a of Form 5500
BLUE RIVER PETCARE GROUP, LLC

D Employer Identification Number (EIN)
35-2489124

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MORGAN STANLEY SMITH BARNEY

26-4310632

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	FINANCIAL ADVISOR	46416	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

ALLIANCE PENSION CONSULTANTS, LLC

36-4389144

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	RECORDKEEPER	37086	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

CHARLES SCHWAB BANK

42-1558009

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19	CUSTODIAN	6	Yes [X] No [ ]	Yes [X] No [ ]	5849	Yes [X] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

CHARLES SCHWAB & CO., INC.

94-1737782

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
59	CUSTODIAN	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB BANK	19	760

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CONGRESS ASSET MANAGEMENT 2 SEAPORT LANE 5TH FLOOR BOSTON, MA 02210	CUSTODIAL FEE TAKEN FROM SHAREHOLDER SERVICING PAYMENTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB BANK	19	633

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DELAWARE FUNDS BY MACQUARIE 2005 MARKET STREET ONE COMMERCE SQURE PHILADELPHIA, PA 19103-7094	CUSTODIAL FEE TAKEN FROM SHAREHOLDER SERVICING PAYMENTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB BANK	19	1333

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DOUBLELINE 333 SOUTH GRAND AVE STE 1800 LOS ANGLELES, CA 90071	CUSTODIAL FEE TAKEN FROM SHAREHOLDER SERVICING PAYMENTS

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB BANK	19	582

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
EQUINOX 47 HULFISH STREET STE. 510 PRINCTON, NJ 08542	CUSTODIAL FEE TAKEN FROM SHAREHOLDER SERVICING PAYMENTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB BANK	19	19

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GOLDMAN SACHS 200 WEST STREET 29TH FLOOR NEW YORK, NY 10282	CUSTODIAL FEE TAKEN FROM SHAREHOLDER SERVICING PAYMENTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB BANK	19	704

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS HENDERSON 43-1804048	CUSTODIAL FEE TAKEN FROM SHAREHOLDER SERVICING PAYMENTS

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB BANK	19	605

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LEGG MASON 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202	CUSTODIAL FEE TAKEN FROM SHAREHOLDER SERVICING PAYMENTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB BANK	19	110

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TCW 95-2749628	CUSTODIAL FEE TAKEN FROM SHAREHOLDER SERVICING PAYMENTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB BANK	19	1097

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WELLS FARGO FUNDS 41-0449260	CUSTODIAL FEE TAKEN FROM SHAREHOLDER SERVICING PAYMENTS

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	19	6

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN BEACON 75-2401150	CUSTODIAL FEE TAKEN FROM SHAREHOLDER SERVICING PAYMENTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CONGRESS 2 SEAPORT LANE 5TH FLOOR BOSTON, MA 02210	RANGE OF 0.00 - 0.02% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DELAWARE FUNDS BY MACQUARIE 2005 MARKET STREET ONE COMMERCE SQUARE PHILADELPHIA, PA 19103	RANGE OF 0.00 - 0.02% OF AVERAGE DAILY BALANCE OF ASSETS

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DOUBLELINE 333 SOUTH GRAND AVE 18TH FLOOR LOS ANGELES, CA 90071	RANGE OF 0.00 - 0.02% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
EQUINOX 47 HULFISH STEET STE. 510 PRINCETON, NJ 08542	RANGE OF 0.00 - 0.02% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS HENDERSON 43-1804048	RANGE OF 0.00 - 0.02% OF AVERAGE DAILY BALANCE OF ASSETS

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LEGG MASON 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202	RANGE OF 0.00 - 0.02% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TCW 95-2749628	RANGE OF 0.00 - 0.02% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WELLS FARGO FUNDS 41-0449260	RANGE OF 0.00 - 0.02% OF AVERAGE DAILY BALANCE OF ASSETS

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	59	0
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN BEACON 75-2401150	RANGE OF 0.00 - 0.02% OF AVERAGE DAILY BALANCE OF ASSETS	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2019

This Form is Open to Public Inspection

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan
BLUE RIVER PETCARE GROUP, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 101

C Plan sponsor's name as shown on line 2a of Form 5500
BLUE RIVER PETCARE GROUP, LLC

D Employer Identification Number (EIN)
35-2489124

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	53	133583
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		0
(2) Participant contributions	1b(2)		0
(3) Other	1b(3)		0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	95251	158716
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	23452	44923
(9) Value of interest in common/collective trusts	1c(9)	0	
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	8310912	13181802
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	8429668	13519024
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		0
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	8429668	13519024

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	552718	
	(B) Participants	2a(1)(B)	3455836	
	(C) Others (including rollovers)	2a(1)(C)	577511	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4586065
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	1747	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1747
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	634407	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		634407
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1481258
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		6703477
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1505590	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1505590
f Corrective distributions (see instructions)	2f		24874
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	83657	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		83657
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1614121
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		5089356
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unmodified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PLANTE MORAN **(2)** EIN: 38-1357951

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. **(2)** ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		516000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2019

This Form is Open to Public Inspection.

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan
BLUE RIVER PETCARE GROUP, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 101

C Plan sponsor's name as shown on line 2a of Form 5500
BLUE RIVER PETCARE GROUP, LLC

D Employer Identification Number (EIN)
35-2489124

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 42-1558009

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

20 **PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation_____

Plante & Moran, PLLC
10 South Riverside Plaza
9th floor
Chicago, IL 60606
Tel: 312.207.1040
Fax: 312.207.1066
plantemoran.com

Independent Auditor's Report

To the Plan Administrator
Blue River PetCare Group, LLC 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Blue River PetCare Group, LLC 401(k) Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2019 and 2018 and the related statement of changes in net assets available for benefits for the year ended December 31, 2019, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Charles Schwab Bank (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2019 and 2018 and for the year ended December 31, 2019 that the information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets held at end of year as of December 31, 2019 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

To the Plan Administrator
Blue River PetCare Group, LLC 401(k) Plan

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Plante & Moran, PLLC

Chicago, Illinois
August 27, 2020



Blue River PetCare Group, LLC 401(k) Plan

Financial Statements and Supplemental Schedule

December 31, 2019

Blue River PetCare Group, LLC 401(k) Plan

Contents

Independent Auditor's Report 1-2

Financial Statements

Statement of net assets available for benefits 3

Statement of changes in net assets available for benefits 4

Notes to financial statements 5-9

Supplemental schedule

Schedule of assets (held at end of year) 10

Plante & Moran, PLLC
10 South Riverside Plaza
9th floor
Chicago, IL 60606
Tel: 312.207.1040
Fax: 312.207.1066
plantemoran.com

Independent Auditor's Report

To the Plan Administrator
Blue River PetCare Group, LLC 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Blue River PetCare Group, LLC 401(k) Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2019 and 2018 and the related statement of changes in net assets available for benefits for the year ended December 31, 2019, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Charles Schwab Bank (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2019 and 2018 and for the year ended December 31, 2019 that the information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets held at end of year as of December 31, 2019 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

To the Plan Administrator
Blue River PetCare Group, LLC 401(k) Plan

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Plante & Moran, PLLC

Chicago, Illinois
August 27, 2020

Blue River PetCare Group, LLC 401(k) Plan

Statement of Net Assets Available for Benefits

December 31,	2019	2018
Assets		
Participant-directed investments, at fair value:		
Money Market Deposit Account	$ 158,716	$ 95,304
Mutual Funds	13,181,802	8,310,912
Total participant-directed investments, at fair value	13,340,518	8,406,216
Uninvested Cash	133,583	-
Receivables:		
Participant notes receivable	44,923	23,452
Participant contributions	-	102,377
Employer contribution match	-	8,496
Net Assets Available for Benefits	$ 13,519,024	$ 8,540,541

See accompanying independent auditors' report and notes to financial statements

Blue River PetCare Group, LLC 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31,		**2019**
Additions		
Investment income:		
Dividend income	$	634,407
Net appreciation in fair value		1,481,258
Net investment income:		2,115,665
Contributions:		
Participant		3,353,459
Rollover		577,511
Employer		544,222
Total contributions		4,475,192
Interest income from participant notes receivable		1,747
Total additions		6,592,604
Deductions		
Benefits paid to participants and beneficiaries		1,530,464
Participant fees		83,657
Total Deductions		1,614,121
Net Increase		4,978,483
Net Assets Available for Benefits, at beginning of year		8,540,541
Net Assets Available for Benefits, at end of year		13,519,024

See accompanying independent auditors' report and notes to financial statements

Blue River PetCare Group, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2019 and 2018

1. *Description of Plan*

The following description of the Blue River PetCare Group, LLC 401(k) Plan (Plan) provides only general information. Participants should refer to the Plan Agreement or Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees, as defined in the Plan document, of Blue River PetCare Group, LLC (Company) who have met the eligibility requirements. In order to participate in the Plan, employees must be age 21 or older and must be employed by the Company or any of its veterinary practices for 2 months. The Plan does not cover union employees, non-resident aliens, or leased employees. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA). As the Company acquires new veterinary clinics, the Plan allows the newly acquired clinic's employees to participate in the Plan.

Alliance Pension serves as the Plan's recordkeeper, The River Falls Group of Morgan Stanley as the Plan's advisors, and Charles Schwab Bank as the Plan trustee. The Plan was restated and amended effective January 1, 2018.

Contributions

Eligible participants are allowed to contribute between 1% and 100% of 401(k) pretax or Roth 401(k) post-tax annual compensation, as defined in the Plan, up to the maximum allowable under the Internal Revenue Code (IRC) which was $19,000 in 2019. Participants may also contribute amounts representing rollover distributions from other qualified defined benefit or defined contribution plans. Participants who have attained age 50 may also elect to make additional catch up contributions up to $6,000 in 2019.

The Company matches 50% of the participants' first 6% of elective deferrals up to a maximum of $900. The Company paid $544,222 in matching contributions to participants' accounts in 2019.

The Company, at its discretion, may make non-elective contributions into the Plan. During 2019, the Company did not make any non-elective contributions to the Plan.

Participant Accounts

Each participant's account is credited with the participant's contributions and Plan's earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. Participants direct the investment of their account balances into various investment options offered by the Plan. The Plan currently offers one money market and sixteen mutual funds as investment options for participants.

Vesting

Participants are immediately 100% vested in their contributions plus actual earnings thereon.

The Company match is subject to vesting based on years of service. Participants in the Plan vest 20% of the Company's elective match each year and are fully vested after five years of service. Employees of acquired businesses receive prior service credit for vesting purposes based upon their pre-acquisition hire date.

Similarly, should Employer non-elective contributions be made (non-qualified), contributions vest 20% for each service year and vest over a five-year period.

Participant Notes Receivable
Effective January 1, 2018, participants may secure a note for a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or 50% of their vested account balance. All participant notes receivable are considered a directed investment of the employee's account and all payments of principal and interest are credited to the account. Participant notes receivable are charged an interest rate equal to one percentage point above the prime rate for any participant note receivable received from the Plan. The interest rate is fixed for the participant note receivable duration.

Note payments are made through payroll deductions over a period not to exceed 5 years, unless the note receivable was used to purchase a primary residence in which case a longer repayment term may be permitted. Notes receivables may be prepaid in full by certified check at any time. Participants are limited to one outstanding note at any time.

Payment of Benefits
On termination of service, death, disability, or retirement, a participant or beneficiary may elect to receive their benefits as either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or in the form of annual installments. Terminated participants with vested account balances under $5,000 will receive a lump-sum distribution as requested by the plan administrator without the participant's consent, unless the participant elects to receive a lump sum distribution or direct rollover. Additionally, under certain circumstances of financial hardship, a participant is allowed to withdraw funds from the Plan.

Forfeitures
Any forfeitures of the Company's elective and non-elective contributions due to a participant's withdrawal from the Plan prior to being 100% vested are used to pay Plan expenses or to reduce the Company's employer contributions. In 2019, there were $33,023 of forfeitures to reduce the Company's employer's contributions.

Participant Fees
The Plan incurs expenses and administrative fees for services. Revenue sharing derived from the Plan's investments is used to offset these expenses. Administrative processing fees recorded in the Plan during the year ended December 31, 2019 represent individual fees for participant notes or withdrawals, Qualified Domestic Relations Orders (QDROs), and fees associated with terminated or eligible in-service participant account balances that have been distributed or rolled by the Plan into another qualified plan. Administrative fees are charged directly to the participant's account balance pro-rata from the investments in which the participant's account is invested at the time the fees were taken from his or her account.

Uninvested Cash
Includes funds received by the Plan as of year end but not yet invested.

2. *Summary of Significant Accounting Policies*

Basis of Accounting
The financial statements of the Plan are prepared under the accrual method of accounting.

Investment Valuation
The Plan's investment in mutual funds were stated at fair value based on quoted market prices.

The methods described below may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods were appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Participant Notes Receivable
Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties
The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Payment of Benefits
Distributions of benefits are recorded when paid.

3. *Information Certified by the Plan's Trustee and Recordkeeper*

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulation for Reporting and disclosure under ERISA. Accordingly, the Directed Trustee and Recordkeeper have certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

Charles Schwab, the Trustee of the Plan, held the Plan's investments and executed all investment transactions during the periods under audit. The investment balances and related investment income and losses included in the accompanying financial statements and supplement schedule of assets held at end of year are based solely on information certified by the Trustee.

4. *Plan Termination*

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of the Plan termination, participants would become 100% vested in their employer contributions.

5. *Income Tax Status*

Effective January 1, 2018, the Plan, as restated is based on the Prototype Non-standard Profit-Sharing Plan with CODA FFN 31599070013-000, LSN J599435a which received a determination letter dated March 31, 2014, stating the prototype used to develop this Plan, was qualified under section 401 of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

6. *Reconciliation of Financial Statements to Form 5500*

The financial statements have been prepared on the accrual basis of accounting while the Form 5500 is presented on a cash basis. The following reconciles the differences in net assets:

December 31,	2019	2018
Net assets available for benefits per the financial statements	$ 13,519,024	$ 8,540,541
Less: participants' contributions receivable	0	(110,873)
Net assets available for benefits per Form 5500	13,519,024	8,429,668

Net Income per the financial statements	4,978,483
Add: prior year contributions receivable	110,873
Less: current year contributions receivable	0
Net Income per Form 5500	$ 5,089,356

7. *Fair Value*

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

Level 1 – Fair value determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 – Fair values determined by Level 2 inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in markets that are not active, and inputs other than quoted prices that are observable for the assets.

Level 3 – Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby, inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgement and considers factors specific to each asset.

Mutual Funds – Mutual funds are valued at closing quoted prices reported in active markets. The Plan held $13,181,802 and $ 8,310,912 in mutual funds as of December 31, 2019 and 2018, respectively. All mutual funds held by the Plan are classified as Level 1 investments within the fair value hierarchy.

The money market fund is valued at the outstanding balance, which is the best estimate of fair value.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer.

8. *Subsequent Events*

The financial statements and related disclosures include evaluation of events up through and including August 27, 2020, which are the date the financial statements were available to be issued.

Blue River PetCare Group, LLC 401(k) Plan

Supplemental Schedule

Schedule of Assets (Held at End of Year)

December 31, 2019

Employer Identification Number: 35-2489124
Plan Number: 101
Form: 5500 Schedule H
Line 4a

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		Cost	Current Value
Money Market Funds				
Schwab Bank Savings				158,716
Total Money Maket Funds				158,716
Mutual Funds				
American Beacon Sim Highyield Oppty	9,251	mutual fund shares	*a*	89,115
Clearbridge Intl Sm Fd I	55,563	mutual fund shares	*a*	741,765
Clearbridge Large Cap Growth Fd Cl I	26,539	mutual fund shares	*a*	1,449,268
Congress Mid Cap Gwth Retail	41,966	mutual fund shares	*a*	917,799
Delaware Value Cl Inst	52,798	mutual fund shares	*a*	1,183,726
Doubleline Shiller Enhncd Cape Fd N	74,194	mutual fund shares	*a*	1,206,398
Doubleline Total Returnbd Fd Cl I	103,112	mutual fund shares	*a*	1,096,078
Equinox Mutualhedge Futures Strat A	85,070	mutual fund shares	*a*	655,038
Janus Henderson Triton Fd Cl T	30,666	mutual fund shares	*a*	947,585
Jhancock Intl Groth Cl R6	28,822	mutual fund shares	*a*	867,239
Pimco Incm Fd Inst Cl	9,343	mutual fund shares	*a*	112,485
Pimco Stockplus Intl Fd USD Hdgd I	125,277	mutual fund shares	*a*	998,457
TCW Total Return Bond Fd Cl I	61,349	mutual fund shares	*a*	610,424
Templeton Global Bond Fund Cl R6	45,579	mutual fund shares	*a*	486,327
Undiscovered Mgrs Behavioral Val R6	14,396	mutual fund shares	*a*	904,211
Wells Fargo Special Mid Cap Val A	22,279	mutual fund shares	*a*	915,887
Total Mutual Funds				13,181,802
Participants notes receivable - bearing interest note from 4.75% to 6.50%				44,923
			Total	**13,385,441**

a Cost information not required



Blue River PetCare Group, LLC 401(k) Plan

Financial Statements and Supplemental Schedule

December 31, 2019

Blue River PetCare Group, LLC 401(k) Plan

Contents

Independent Auditor's Report 1-2

Financial Statements

Statement of net assets available for benefits 3

Statement of changes in net assets available for benefits 4

Notes to financial statements 5-9

Supplemental schedule

Schedule of assets (held at end of year) 10

Plante & Moran, PLLC
10 South Riverside Plaza
9th floor
Chicago, IL 60606
Tel: 312.207.1040
Fax: 312.207.1066
plantemoran.com

Independent Auditor's Report

To the Plan Administrator
Blue River PetCare Group, LLC 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Blue River PetCare Group, LLC 401(k) Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2019 and 2018 and the related statement of changes in net assets available for benefits for the year ended December 31, 2019, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Charles Schwab Bank (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2019 and 2018 and for the year ended December 31, 2019 that the information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets held at end of year as of December 31, 2019 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

To the Plan Administrator
Blue River PetCare Group, LLC 401(k) Plan

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Plante & Moran, PLLC

Chicago, Illinois
August 27, 2020

Blue River PetCare Group, LLC 401(k) Plan

Statement of Net Assets Available for Benefits

December 31,	2019	2018
Assets		
Participant-directed investments, at fair value:		
Money Market Deposit Account	$ 158,716	$ 95,304
Mutual Funds	13,181,802	8,310,912
Total participant-directed investments, at fair value	13,340,518	8,406,216
Uninvested Cash	133,583	-
Receivables:		
Participant notes receivable	44,923	23,452
Participant contributions	-	102,377
Employer contribution match	-	8,496
Net Assets Available for Benefits	$ 13,519,024	$ 8,540,541

See accompanying independent auditors' report and notes to financial statements

Blue River PetCare Group, LLC 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31,		**2019**
Additions		
Investment income:		
Dividend income	$	634,407
Net appreciation in fair value		1,481,258
Net investment income:		2,115,665
Contributions:		
Participant		3,353,459
Rollover		577,511
Employer		544,222
Total contributions		4,475,192
Interest income from participant notes receivable		1,747
Total additions		6,592,604
Deductions		
Benefits paid to participants and beneficiaries		1,530,464
Participant fees		83,657
Total Deductions		1,614,121
Net Increase		4,978,483
Net Assets Available for Benefits, at beginning of year		8,540,541
Net Assets Available for Benefits, at end of year		13,519,024

See accompanying independent auditors' report and notes to financial statements

Blue River PetCare Group, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2019 and 2018

1. *Description of Plan*

The following description of the Blue River PetCare Group, LLC 401(k) Plan (Plan) provides only general information. Participants should refer to the Plan Agreement or Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees, as defined in the Plan document, of Blue River PetCare Group, LLC (Company) who have met the eligibility requirements. In order to participate in the Plan, employees must be age 21 or older and must be employed by the Company or any of its veterinary practices for 2 months. The Plan does not cover union employees, non-resident aliens, or leased employees. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA). As the Company acquires new veterinary clinics, the Plan allows the newly acquired clinic's employees to participate in the Plan.

Alliance Pension serves as the Plan's recordkeeper, The River Falls Group of Morgan Stanley as the Plan's advisors, and Charles Schwab Bank as the Plan trustee. The Plan was restated and amended effective January 1, 2018.

Contributions

Eligible participants are allowed to contribute between 1% and 100% of 401(k) pretax or Roth 401(k) post-tax annual compensation, as defined in the Plan, up to the maximum allowable under the Internal Revenue Code (IRC) which was $19,000 in 2019. Participants may also contribute amounts representing rollover distributions from other qualified defined benefit or defined contribution plans. Participants who have attained age 50 may also elect to make additional catch up contributions up to $6,000 in 2019.

The Company matches 50% of the participants' first 6% of elective deferrals up to a maximum of $900. The Company paid $544,222 in matching contributions to participants' accounts in 2019.

The Company, at its discretion, may make non-elective contributions into the Plan. During 2019, the Company did not make any non-elective contributions to the Plan.

Participant Accounts

Each participant's account is credited with the participant's contributions and Plan's earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. Participants direct the investment of their account balances into various investment options offered by the Plan. The Plan currently offers one money market and sixteen mutual funds as investment options for participants.

Vesting

Participants are immediately 100% vested in their contributions plus actual earnings thereon.

The Company match is subject to vesting based on years of service. Participants in the Plan vest 20% of the Company's elective match each year and are fully vested after five years of service. Employees of acquired businesses receive prior service credit for vesting purposes based upon their pre-acquisition hire date.

Similarly, should Employer non-elective contributions be made (non-qualified), contributions vest 20% for each service year and vest over a five-year period.

Participant Notes Receivable
Effective January 1, 2018, participants may secure a note for a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or 50% of their vested account balance. All participant notes receivable are considered a directed investment of the employee's account and all payments of principal and interest are credited to the account. Participant notes receivable are charged an interest rate equal to one percentage point above the prime rate for any participant note receivable received from the Plan. The interest rate is fixed for the participant note receivable duration.

Note payments are made through payroll deductions over a period not to exceed 5 years, unless the note receivable was used to purchase a primary residence in which case a longer repayment term may be permitted. Notes receivables may be prepaid in full by certified check at any time. Participants are limited to one outstanding note at any time.

Payment of Benefits
On termination of service, death, disability, or retirement, a participant or beneficiary may elect to receive their benefits as either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or in the form of annual installments. Terminated participants with vested account balances under $5,000 will receive a lump-sum distribution as requested by the plan administrator without the participant's consent, unless the participant elects to receive a lump sum distribution or direct rollover. Additionally, under certain circumstances of financial hardship, a participant is allowed to withdraw funds from the Plan.

Forfeitures
Any forfeitures of the Company's elective and non-elective contributions due to a participant's withdrawal from the Plan prior to being 100% vested are used to pay Plan expenses or to reduce the Company's employer contributions. In 2019, there were $33,023 of forfeitures to reduce the Company's employer's contributions.

Participant Fees
The Plan incurs expenses and administrative fees for services. Revenue sharing derived from the Plan's investments is used to offset these expenses. Administrative processing fees recorded in the Plan during the year ended December 31, 2019 represent individual fees for participant notes or withdrawals, Qualified Domestic Relations Orders (QDROs), and fees associated with terminated or eligible in-service participant account balances that have been distributed or rolled by the Plan into another qualified plan. Administrative fees are charged directly to the participant's account balance pro-rata from the investments in which the participant's account is invested at the time the fees were taken from his or her account.

Uninvested Cash
Includes funds received by the Plan as of year end but not yet invested.

2. *Summary of Significant Accounting Policies*

Basis of Accounting
The financial statements of the Plan are prepared under the accrual method of accounting.

Investment Valuation
The Plan's investment in mutual funds were stated at fair value based on quoted market prices.

The methods described below may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods were appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Participant Notes Receivable
Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties
The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Payment of Benefits
Distributions of benefits are recorded when paid.

3. *Information Certified by the Plan's Trustee and Recordkeeper*

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulation for Reporting and disclosure under ERISA. Accordingly, the Directed Trustee and Recordkeeper have certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

Charles Schwab, the Trustee of the Plan, held the Plan's investments and executed all investment transactions during the periods under audit. The investment balances and related investment income and losses included in the accompanying financial statements and supplement schedule of assets held at end of year are based solely on information certified by the Trustee.

4. *Plan Termination*

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of the Plan termination, participants would become 100% vested in their employer contributions.

5. *Income Tax Status*

Effective January 1, 2018, the Plan, as restated is based on the Prototype Non-standard Profit-Sharing Plan with CODA FFN 31599070013-000, LSN J599435a which received a determination letter dated March 31, 2014, stating the prototype used to develop this Plan, was qualified under section 401 of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

6. *Reconciliation of Financial Statements to Form 5500*

The financial statements have been prepared on the accrual basis of accounting while the Form 5500 is presented on a cash basis. The following reconciles the differences in net assets:

December 31,	2019	2018
Net assets available for benefits per the financial statements	$ 13,519,024	$ 8,540,541
Less: participants' contributions receivable	0	(110,873)
Net assets available for benefits per Form 5500	13,519,024	8,429,668

Net Income per the financial statements	4,978,483
Add: prior year contributions receivable	110,873
Less: current year contributions receivable	0
Net Income per Form 5500	$ 5,089,356

7. *Fair Value*

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

Level 1 – Fair value determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 – Fair values determined by Level 2 inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in markets that are not active, and inputs other than quoted prices that are observable for the assets.

Level 3 – Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby, inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgement and considers factors specific to each asset.

Mutual Funds – Mutual funds are valued at closing quoted prices reported in active markets. The Plan held $13,181,802 and $ 8,310,912 in mutual funds as of December 31, 2019 and 2018, respectively. All mutual funds held by the Plan are classified as Level 1 investments within the fair value hierarchy.

The money market fund is valued at the outstanding balance, which is the best estimate of fair value.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer.

8. *Subsequent Events*

The financial statements and related disclosures include evaluation of events up through and including August 27, 2020, which are the date the financial statements were available to be issued.

Blue River PetCare Group, LLC 401(k) Plan

Supplemental Schedule

Schedule of Assets (Held at End of Year)

December 31, 2019

Employer Identification Number: 35-2489124
Plan Number: 101
Form: 5500 Schedule H
Line 4a

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		Cost	Current Value
Money Market Funds				
Schwab Bank Savings				158,716
Total Money Maket Funds				158,716
Mutual Funds				
American Beacon Sim Highyield Oppty	9,251	mutual fund shares	*a*	89,115
Clearbridge Intl Sm Fd I	55,563	mutual fund shares	*a*	741,765
Clearbridge Large Cap Growth Fd Cl I	26,539	mutual fund shares	*a*	1,449,268
Congress Mid Cap Gwth Retail	41,966	mutual fund shares	*a*	917,799
Delaware Value Cl Inst	52,798	mutual fund shares	*a*	1,183,726
Doubleline Shiller Enhncd Cape Fd N	74,194	mutual fund shares	*a*	1,206,398
Doubleline Total Returnbd Fd Cl I	103,112	mutual fund shares	*a*	1,096,078
Equinox Mutualhedge Futures Strat A	85,070	mutual fund shares	*a*	655,038
Janus Henderson Triton Fd Cl T	30,666	mutual fund shares	*a*	947,585
Jhancock Intl Groth Cl R6	28,822	mutual fund shares	*a*	867,239
Pimco Incm Fd Inst Cl	9,343	mutual fund shares	*a*	112,485
Pimco Stockplus Intl Fd USD Hdgd I	125,277	mutual fund shares	*a*	998,457
TCW Total Return Bond Fd Cl I	61,349	mutual fund shares	*a*	610,424
Templeton Global Bond Fund Cl R6	45,579	mutual fund shares	*a*	486,327
Undiscovered Mgrs Behavioral Val R6	14,396	mutual fund shares	*a*	904,211
Wells Fargo Special Mid Cap Val A	22,279	mutual fund shares	*a*	915,887
Total Mutual Funds				13,181,802
Participants notes receivable - bearing interest note from 4.75% to 6.50%				44,923
			Total	**13,385,441**

a Cost information not required