
In the Matter of)
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)
a risk capital investment company,)
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AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”) initiated an investigation of the proposed acquisition by National Veterinary Associates, Inc

3. Proposed Respondent SAGE Veterinary Partners, LLC, is a limited liability company organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its executive offices and principal place of business located at 1390 Willow Pass Road, #470, Concord, California 95420.
4. Proposed Respondents admit all the jurisdictional facts set forth in the Draft Complaint.
5. Proposed Respondents waive:
 - a. any further procedural steps;
 - b. the requirement that the Decision and Order and the Order to Maintain Assets contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Decision and Order or the Order to Maintain Assets entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.

Respondents shall provide a copy of each compliance report to the Monitor, if one has been appointed pursuant to the Decision and Order and the Order to Maintain Assets.

9. This Consequence () TjTT0 1 Tf1.57nt

- a. they can fulfill all the terms of and accomplish the full relief contemplated by the Decision and Order and the Order to Maintain Assets, including, among other things, effectuating all required divestitures, assignments, and transfers, and obtaining any necessary approvals from governmental authorities, leaseholders, and other third parties to effectuate the divestitures, assignments, and transfers; and
 - b. all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement, the Decision and Order, and the Order to Maintain Assets are parties to this Consent Agreement and are bound as if they had signed this Consent Agreement and were made parties to this proceeding, or are within the control of parties to this Consent Agreement, the Decision and Order and the Order to Maintain Assets, or will be after the acquisition.
15. Proposed Respondents have read the Draft Complaint, the proposed Decision and Order, and the Order to Maintain Assets. From the date Proposed Respondents sign the Consent Agreement, each agrees to comply with the terms of the proposed Decision and Order, and Proposed Respondents agree to comply with the Order to Maintain Assets. Proposed Respondents understand that once the Commission has issued the Decision and Order and the Order to Maintain Assets, they will be required to file one or more compliance reports setting forth in detail the manner in which they have complied, have prepared to comply, are complying, and will comply with the Decision and Order and the Order to Maintain Assets. When final, the Decision and Order and the Order to Maintain Assets shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time as provided by statute for other orders. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order and of the Order to Maintain Assets.

by and between UVC and Nordic Capital, by each
of their duly authorized officers and attorneys, and counsel for the Commission that:

16. Nordic Capital Epsilon SCA, SICAV-RAIF (“Nordic Capital”) (acting in respect of its Compartment 1) (“Fund X”) is a fund established and registered in Luxembourg, with its registered office at 8, rue Lou Hemmer L - 1748 Senningerberg, Luxembourg. Its overall management is vested in, and it acts through, its general partner, Nordic Capital Epsilon GP SARL (a company established in Luxembourg).
17. UVC is a limited liability company organized, existing, and doing business under, and by virtue of the laws of the State of Delaware, with its executive offices and principal place of business located at 4360 Northlake Boulevard, Suite 214, Palm Beach Gardens, Florida 33410.
18. UVC and Nordic Capital enter into this Consent Agreement solely for the purpose of agreeing to comply with the requirements of Section XII of the Order.
19. UVC and Nordic Capital represent and warrant that they will comply with, and be bound by, the requirements of Section XII of the Decision and Order. UVC and Nordic Capital

further agree that they will be liable for any relief available to enforce their compliance with the Consent Agreement and with Section XII of the Decision and Order.

20. UVC and Nordic Capital represent and warrant that all parents, subsidiaries, partners, affiliates, and successors necessary to effectuate its compliance with Section XII of the Order are within their control.

By: JAB Consumer GP s.a.r.l.
acting in its capacity as General Partner
of JAB Consumer Partners SCA SICAR

By: Frank Engelen

By: Michael Barnett
Attorney
Bureau of Competition

Dated: _____

By: Hermann Knoedgen

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By:

Dated: _____

Carla A. R. Hine
Kirkland & Ellis LLP
Counsel for Nordic Capital

Dated: _____